

1 ROBERT M. CHARLES, JR.
2 State Bar No. 006593
3 E-mail: RCharles@LRRLaw.com
4 **Lewis Roca Rothgerber LLP**
5 3993 Howard Hughes Parkway, Suite 600
Las Vegas, NV 89169-5996
Telephone: (702) 949-8320
Facsimile: (702) 949-8321

6 Attorneys for USACM Liquidating Trust

7 **UNITED STATES BANKRUPTCY COURT**

8 **DISTRICT OF NEVADA**

9 In re:

10 USA Commercial Mortgage Company,

11 Debtor.

12 Case No. BK-S-06-10725-LBR

13 Chapter 11

14 **Amended Chapter 11 Case Status Report**
15 **and Certificate of Service**

16 Date: October 29, 2014

17 Time: 10:30 a.m.

18 Estimated Time for Hearing: 5 minutes

19 The USACM Liquidating Trust (“USACM Trust”) by its counsel, hereby submits
20 the Amended Chapter 11 Case Status Report directed by this Court’s September 3, 2014
21 Order (DE 9920) and the Court’s directions in open court at the October 29, 2014
22 hearing. For the reader’s convenience, the amendment addresses only the Placer
23 Vineyards assets.

24 **1. Post-Confirmation Reports.**

25 The Post-Confirmation Reports are current. The Trust files quarterly reports with
26 the Court. A copy of the most recent report was attached to DE 920.

27 **2. Scheduled Hearings and Trials.**

28 Other than the Status Hearing scheduled on October 29, 2014 at 10:30 a.m., there
are no scheduled hearings or trials.

1 **3. Anticipated Motions, Objections, and Adversary Proceedings.**

2 There are no anticipated motions, objections, or adversary proceedings to be filed
3 in the case.

4 **4. Adversary Proceedings.**

5 There are no adversary proceedings pending to which the Trust is a party.

6 **5. Claims Objections.**

7 All claims objections have been resolved and all claims have either been allowed
8 or disallowed.

9 **6. Status of Distributions.**

10 The USACM Liquidating Trust has made periodic interim distributions on account
11 of allowed claims. As of August 31, 2014, the Trust held the sum of \$1,770,919.98 in its
12 accounts. Other than liquidation of the Trust's claims in the *Placer* receivership for its
13 servicer advance, along with interest and associated attorney's fees, which in the
14 aggregate total approximately \$1.2 million, discussed below, the Trust does not anticipate
15 receiving additional funds for distribution to creditors.

16 **7. U.S. Trustee's Fees.**

17 United States Trustee's fees are current.

18 **8. A List of All Pending Actions.**

19 There is one adversary proceeding pending, to which the Trust is not a party. In
20 *USACM Liquidating Trust v. Compass USA SPE, LLC*, Adv. 08-ap-01066-LBR, an
21 action now prosecuted by Debt Acquisition Co. of America V, LLC ("DACA V"),
22 judgment was entered against Compass USA SPE, LLC and Compass Partners, LLC
23 ("Compass"). There are post-judgment proceedings pending. At the recommendation of
24 the bankruptcy court, on May 28, 2014, the United States District Court for the District of
25 Nevada ordered that the reference to the adversary proceeding be withdrawn in Case No.
26 2:14-cv-00455-RCJ PAL. The district court's order withdrawing the reference was
27 docketed on May 29, 2014 at Docket 150 in Case No. 08-ap-01066.

1 The bankruptcy filing by Asset Resolution LLC and other related Chapter 7
 2 debtors in Case No. 09-32824-RCJ, remains pending. The case is administered by the
 3 district judge, although the case is docketed in the bankruptcy court. A Chapter 7 trustee
 4 has been appointed for the several debtors. The proceedings remain pending seeking to
 5 liquidate the assets of Asset Resolution, LLC and its affiliates.

6 Because the USACM Liquidating Trust is not a party to either of these
 7 proceedings, a more fulsome description of the anticipated proceedings is not provided,
 8 nor is the bankruptcy court administrating these cases.

9 This court has previously determined that such cases must be resolved before this
 10 case can be closed. The Trust is unable to estimate the anticipated date of completion of
 11 such proceedings.

12 **9. Placer Vineyards Asset.**

13 The Trust was the successor servicer on two loans secured by a first and second
 14 lien on undeveloped real property in Placer County, California when the Plan became
 15 effective. The balances of the Notes by Placer County Land Speculators, LLC as
 16 Borrower to Direct Lenders on loans serviced by the Trust were as follows as of
 17 December 22, 2008 (the eventual foreclosure date):

	Placer 1	Placer 2
Principal	\$31,500,000.00	\$6,500,000.00
Interest	15,183,487.95	4,134,138.22
Default Interest	9,111,393.85	1,035,761.89
<u>Late Fees</u>	<u>2,334,174.40</u>	<u>531,706.91</u>
Total	\$58,129,056.20	\$12,201,607.02

21 In order to obtain entitlements for the collateral, the Trust made a servicer advance
 22 to bring unpaid real estate taxes current. The Trust has a claim for the servicer advance
 23 for taxes allowed as of June 6, 2007, in the amount of \$678,649.19 plus interest thereafter
 24 at the prime rate. Interest continues until the obligation is paid, as was agreed to by the
 25 Lenders at the time of the advance.

26 The Trust sought to foreclose the lien of the Placer 1 Loan, and initiated a non-
 27 judicial foreclosure. The direct lenders in Placer 1 and 2 made it clear to the foreclosure

1 trustee that it could not proceed with a non-judicial foreclosure. In order to facilitate
2 foreclosure of the lien securing the Placer 1 Loan, the Trust filed a complaint and a
3 motion for appointment of a receiver for the Placer 1 Loan in the United States District
4 Court for the District of Nevada on September 24, 2008 and assigned case no. 2:08-cv-
5 1276. The case was assigned to United States District Judge Kent J. Dawson and remains
6 pending.

7 The receivership motion was heard by the Judge Dawson on December 3, 2008.
8 At the hearing, Judge Dawson directed the appointment of Elli Mills as Receiver. The
9 Trust thereafter worked with counsel for interested parties and Mr. Mills on entry of an
10 appropriate order directing the appointment of a receiver. The District Court's order
11 appointing the receiver was entered on December 16, 2008. Mr. Mills remains the
12 Receiver.

13 The Receiver subsequently investigated and made the decision to conclude the
14 foreclosure sale, which had been continued to December 22, 2008. The Receiver directed
15 a credit bid of \$8,404,030 at the December 22, 2008 foreclosure sale. The Trust's
16 servicer advances for legal and foreclosure fees through appointment of the receiver are
17 approximately \$259,079.90, without interest.

18 Prior to the appointment of a receiver, the Trust continued to work with interested
19 Direct Lenders on issues concerning the Loan and the Property, including whether to take
20 an appeal of the valuation of the Property for real estate tax purposes.

21 The Trust continues to work with the Placer 1 Receiver both with respect to the
22 Trust's claims as servicer as well as in attempting to assist the Receiver in the
23 performance of his duties.

24 The Receiver sought authority from the receivership court to enter into interim
25 financing to cover the expenses of the receivership. The Receiver is now seeking to
26 refinance such an interim loan. In the November 10, 2014 Verified Report of the
27 Receiver, which is filed with the district court and available to Placer 1 Lenders, the
28 Receiver reports that, among other things, the property has been appraised at

1 \$16,900,000, the Receiver is seeking a \$4,500,000 bridge loan in order to be able to hold
 2 the property for 24-30 months before disposition, and the process of obtaining
 3 development permits to increase the marketability of the property is ongoing.

4 The Trust has provided copies of the Receiver's monthly reports on the Trust's
 5 website as a courtesy to the Receiver and a convenience to the Placer lenders. There is a
 6 separate link to the Placer filings on the Trust's website.

7 The Trust has been negotiating with the Receiver for resolution of the Trust's
 8 claims against the receivership in order to monetize the Trust's rights prior to expiration
 9 of the Trust's term. The Receiver is drafting a settlement proposal.

10 Until either the Placer property is sold and the Trust is paid for its claims, or the
 11 Trust sells its claims against the Placer receivership, the Trust cannot make the final
 12 distribution to beneficiaries.¹

13 **10. Any Other Matter or Issue That Requires Resolution.**

14 The following issues require resolution before the case can be closed:

- 15 • Collection or sale of small judgments. The Trust is working on liquidating
 16 the judgments, including that against Anthony and Susan Monaco (for
 17 which a receiver was appointed).
- 18 • Collection of the Trust's claims in the *Placer* estate as noted above, or sale
 19 of the *Placer* claims.
- 20 • Hantges Life Insurance. The Trust holds certain life insurance policies on
 21 Thomas Hantges. The Trust has sought without success to obtain a buyer
 22 for its interest in the policies, all of which require annual premium
 23 payments. The Trust anticipates allowing the policies to be canceled for
 24 non-payment of premiums because no buyer has been obtained, and there is
 25 no cash surrender value.

26
 27 ¹ The Trust allowed the claims of the Placer 2 lenders in the USACM Liquidating Trust and
 28 those lenders have participated in the distributions made to allowed general unsecured creditors.

1 • Other Litigation. The collection of the judgment by DACA V against
2 Compass and the bankruptcy cases of Asset Resolution LLC remain
3 pending and outside the control of the Trust; collection from Sal Reale on
4 the judgment obtained against Mr. Reale in March 2008.

5 Dated: November 11, 2014.

6 **LEWIS ROCA ROTHGERBER LLP**

7 By /s/ Robert M. Charles, Jr. (#6593)
8 Robert M. Charles, Jr. (NV 6593)
9 *Attorney for USACM Liquidating Trust*

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13
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CERTIFICATE OF SERVICE

1. On November 11, 2014, I served the following documents:

CHAPTER 11 CASE STATUS REPORT

2. I served the above-named document by the following means to the persons as listed below:

(Check all that apply)

a. **ECF System** *(You must attach the "Notice of Electronic Filing", or list all persons and addresses and attach additional paper if necessary)*

See attached list

b. **United States mail, postage fully prepaid**
(List persons and addresses. Attach additional paper if necessary)

c. **Personal Service** *(List persons and addresses. Attach additional paper if necessary)*
I personally delivered the document(s) to the persons at these addresses:

For a party represented by an attorney, delivery was made by handing the document(s) to the attorney or by leaving the document(s) at the attorney's office with a clerk or other person in charge, or if no one is in charge by leaving the document(s) in a conspicuous place in the office.

For a party, delivery was made by handing the document(s) to the party or by leaving the document(s) at the person's dwelling house or usual place or abode with someone of suitable age and discretion residing there.

d. **By direct email (as opposed to through the ECF System)**
(List persons and email addresses. Attach additional paper if necessary)

Based upon the written agreement of the parties to accept service by email or a court order, I caused the document(s) to be sent to the persons at the email addresses listed below. I did not receive, within a reasonable time after the transmission, any electronic message or other indication that the transmission was unsuccessful.

e. **By fax transmission** *(List persons and fax numbers. Attach additional paper if necessary)*
Based upon the written agreement of the parties to accept service by fax transmission or a court order, I faxed the document(s) to the persons at the fax numbers listed below. No error was reported by the fax machine that I used. A copy of the record of the fax transmission is attached.

f. **By messenger** *(List persons and addresses. Attach additional paper if necessary)*
I served the document(s) by placing them in an envelope or package addressed to the persons at the addresses listed below and providing them to a messenger for service. *(A declaration by the messenger must be attached to this Certificate of Service).*

1 I declare under penalty of perjury that the foregoing is true and correct.
2

3 Signed on November 11, 2014
4

5 Renee L. Creswell
6 (NAME OF DECLARANT)
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8 *Renee L. Creswell*
9 (SIGNATURE OF DECLARANT)
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11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 MICHELLE L. ABRAMS on behalf of Cross Defendant ROCKLIN/REDDING LLC
mabrams@abramsprobateandplanning.com

2 MICHELLE L. ABRAMS on behalf of Cross-Claimant ROCKLIN/REDDING LLC
mabrams@abramsprobateandplanning.com

3 MICHELLE L. ABRAMS on behalf of Interested Party DEBT ACQUISITION COMPANY OF
4 AMERICA V, LLC (aw)
mabrams@abramsprobateandplanning.com

5 FRANKLIN C. ADAMS on behalf of Creditor JAMES CORISON
6 franklin.adams@bbklaw.com

7 D. CHRIS ALBRIGHT on behalf of Creditor MICHAEL and CAROL HEDLUND
8 dca@albrightstoddard.com, cgrey@albrightstoddard.com

9 NANCY L. ALLF on behalf of Defendant THE WILD WATER LP
10 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

11 NANCY L. ALLF on behalf of Defendant ALLEN ABOLAFIA
12 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

13 NANCY L. ALLF on behalf of Defendant BETTY KOLSTRUP
14 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

15 NANCY L. ALLF on behalf of Defendant CAROL N. HUBBARD
16 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

17 NANCY L. ALLF on behalf of Defendant CROSBIE B. RONNING
18 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

19 NANCY L. ALLF on behalf of Defendant EDWIN ARNOLD
20 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

21 NANCY L. ALLF on behalf of Defendant FLORENCE ALEXANDER
22 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

23 NANCY L. ALLF on behalf of Defendant GARETH A.R. CRANER
24 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

25 NANCY L. ALLF on behalf of Defendant GEORGE W. HUBBARD
26 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

27 NANCY L. ALLF on behalf of Defendant GRABLE P. RONNING
28 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 NANCY L. ALLF on behalf of Defendant LORENE CONNELL
2 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com
3 NANCY L. ALLF on behalf of Defendant M. CRAIG MEDOFF
4 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com
5 NANCY L. ALLF on behalf of Defendant ROBERT L. OGREN
6 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com
7 NANCY L. ALLF on behalf of Defendant STANLEY ALEXANDER
8 Nancy.Allf@gmail.com, karen.lawrence007@gmail.com;angela.nakamura007@gmail.com
9 ANDREW K ALPER on behalf of Interested Party DAYCO FUNDING CORPORATION
10 aalper@frandzel.com, efiling@frandzel.com,ekidder@frandzel.com
11 FRANK A. ANDERSON on behalf of Creditor PENSION BENEFIT GUARANTY
12 CORPORATION
13 anderson.frank@pbgc.gov, efile@pbgc.gov
14 OGONNA M. ATAMOH on behalf of Creditor SANTORO FAMILY TRUST UTD 4/29/02
15 oatamoh@nevadafirm.com,
16 oatamoh@nevadafirm.com, rholley@nevadafirm.com;sdwkhtcf@gmail.com;oswibies@nevadafir
17 m.com;apestonit@nevadafirm.com;bkecf@nevadafirm.com
18 OGONNA M. ATAMOH on behalf of Defendant ASHBY USA, LLC
19 oatamoh@nevadafirm.com,
20 oatamoh@nevadafirm.com, rholley@nevadafirm.com;sdwkhtcf@gmail.com;oswibies@nevadafir
21 m.com;apestonit@nevadafirm.com;bkecf@nevadafirm.com
22 OGONNA M. ATAMOH on behalf of Defendant FIESTA DEVELOPMENT, INC.
23 oatamoh@nevadafirm.com,
24 oatamoh@nevadafirm.com, rholley@nevadafirm.com;sdwkhtcf@gmail.com;oswibies@nevadafir
25 m.com;apestonit@nevadafirm.com;bkecf@nevadafirm.com
26 OGONNA M. ATAMOH on behalf of Defendant MONACO DIVERSIFIED CORPORATION
27 oatamoh@nevadafirm.com,
28 oatamoh@nevadafirm.com, rholley@nevadafirm.com;sdwkhtcf@gmail.com;oswibies@nevadafir
m.com;apestonit@nevadafirm.com;bkecf@nevadafirm.com

1 OGONNA M. ATAMOH on behalf of Defendant RICHARD K ASHBY
2 oatamoh@nevadafirm.com,
3 oatamoh@nevadafirm.com,rholley@nevadafirm.com;sdwkhtcf@gmail.com;oswibies@nevadafir
m.com;apestonit@nevadafirm.com;bkecf@nevadafirm.com

4 OGONNA M. ATAMOH on behalf of Defendant SUSAN K MONACO
5 oatamoh@nevadafirm.com,
6 oatamoh@nevadafirm.com,rholley@nevadafirm.com;sdwkhtcf@gmail.com;oswibies@nevadafir
m.com;apestonit@nevadafirm.com;bkecf@nevadafirm.com

7 JON MAXWELL BEATTY on behalf of Interested Party USACM LIQUIDATING TRUST
8 mbeatty@diamondmccarthy.com

9 JON MAXWELL BEATTY on behalf of Plaintiff USACM LIQUIDATING TRUST
10 mbeatty@diamondmccarthy.com

11 KATIE BINDRUP on behalf of Creditor ROY R. VENTURA, JR.
12 Katie@davidbindrup.com

13 BMC GROUP, INC.
14 ecf@bmcgroup.com, mjohn@bmcgroup.com

15 GEORGANNE W. BRADLEY on behalf of Defendant COMPASS PARTNERS LLC
16 mopatrny@kcnvlaw.com

17 GEORGANNE W. BRADLEY on behalf of Defendant COMPASS USA SPE LLC
18 mopatrny@kcnvlaw.com

19 GEORGANNE W. BRADLEY on behalf of Defendant COMPASS USA SPE, LLC
20 mopatrny@kcnvlaw.com

21 GEORGANNE W. BRADLEY on behalf of Defendant SILAR ADVISORS, LP
22 mopatrny@kcnvlaw.com

23 GEORGANNE W. BRADLEY on behalf of Defendant SILAR SPECIAL OPPORTUNITIES
24 FUND, LP
25 mopatrny@kcnvlaw.com

26 GEORGANNE W. BRADLEY on behalf of Defendant BORIS PISKUN
27 mopatrny@kcnvlaw.com

28 GEORGANNE W. BRADLEY on behalf of Defendant DAVID BLATT
mopatrny@kcnvlaw.com

GEORGANNE W. BRADLEY on behalf of Plaintiff COMPASS FINANCIAL PARTNERS LLC,
A DELAWARE LIMITED LIABILITY COMPANY
mopatrny@kcnvlaw.com

GEORGANNE W. BRADLEY on behalf of Plaintiff COMPASS USA SPE, LLC

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 mopatrny@kcnvlaw.com
2 KELLY J. BRINKMAN on behalf of Creditor GOOLD PATTERSON ALES ROADHOUSE, &
3 DAY
4 kbrinkman@goldpatterson.com, trovere@goldpatterson.com
5 KELLY J. BRINKMAN on behalf of Creditor KAREN PETERSEN TYNDALL TRUST
6 kbrinkman@goldpatterson.com, trovere@goldpatterson.com
7 KELLY J. BRINKMAN on behalf of Creditor DANIEL J. OBERLANDER
8 kbrinkman@goldpatterson.com, trovere@goldpatterson.com
9 KELLY J. BRINKMAN on behalf of Creditor LUCIUS BLANCHARD
10 kbrinkman@goldpatterson.com, trovere@goldpatterson.com
11 JOSHUA J. BRUCKERHOFF on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST
12 DEED FUND, LLC
13 jbruckerhoff@rctlegal.com, tstone@rctlegal.com; mmyers@rctlegal.com
14 ANDREW M. BRUMBY on behalf of Creditor STANDARD PROPERTY DEVELOPMENT,
15 LLC
16 abrumb@shutts-law.com, dbonilla@shutts-law.com; lmackson@shutts-law.com
17 ANDREW M. BRUMBY on behalf of Defendant STANDARD PROPERTY DEVELOPMENT,
18 LLC
19 abrumb@shutts-law.com, dbonilla@shutts-law.com; lmackson@shutts-law.com
20 LOUIS M. BUBALA, III on behalf of Creditor BALTES COMPANY
21 lbubala@kcnvlaw.com,
22 bubalalawyer@gmail.com; wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
23 LOUIS M. BUBALA, III on behalf of Creditor CHARLES B. ANDERSON TRUST
24 lbubala@kcnvlaw.com,
25 bubalalawyer@gmail.com; wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
26 LOUIS M. BUBALA, III on behalf of Creditor DEATH VALLEY ACQUISITIONS, LLC
27 lbubala@kcnvlaw.com,
28 bubalalawyer@gmail.com; wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
29 LOUIS M. BUBALA, III on behalf of Creditor ESTATE OF DANIEL TABAS
30 lbubala@kcnvlaw.com,
31 bubalalawyer@gmail.com; wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
32 LOUIS M. BUBALA, III on behalf of Creditor FERTITTA ENTERPRISES, INC.
33 lbubala@kcnvlaw.com,
34 bubalalawyer@gmail.com; wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
35 LOUIS M. BUBALA, III on behalf of Creditor KEHL DEVELOPMENT CORPORATION

1 lbubala@kcnvlaw.com,
2 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

3 LOUIS M. BUBALA, III on behalf of Creditor KEVIN KEHL ITF ANDREW KEHL
4 lbubala@kcnvlaw.com,
5 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

6 LOUIS M. BUBALA, III on behalf of Creditor KEVIN KEHL ITF SUSAN L. KEHL
7 lbubala@kcnvlaw.com,
8 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

9 LOUIS M. BUBALA, III on behalf of Creditor MOJAVE CANYON INC.
10 lbubala@kcnvlaw.com,
11 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

12 LOUIS M. BUBALA, III on behalf of Creditor RITA P. ANDERSON TRUST
13 lbubala@kcnvlaw.com,
14 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

15 LOUIS M. BUBALA, III on behalf of Creditor WARREN HOFFMAN FAMILY
16 INVESTMENTS, LP
17 lbubala@kcnvlaw.com,
18 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

19 LOUIS M. BUBALA, III on behalf of Creditor CHRISTINA "TINA" M KEHL
20 lbubala@kcnvlaw.com,
21 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

22 LOUIS M. BUBALA, III on behalf of Creditor CHRISTINA M. KEHL
23 lbubala@kcnvlaw.com,
24 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

25 LOUIS M. BUBALA, III on behalf of Creditor CYNTHIA A. WINTER
26 lbubala@kcnvlaw.com,
27 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

28 LOUIS M. BUBALA, III on behalf of Creditor DANIEL J. KEHL
lbubala@kcnvlaw.com,
bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

LOUIS M. BUBALA, III on behalf of Creditor JOHN L. ANDERSEN
lbubala@kcnvlaw.com,
bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

LOUIS M. BUBALA, III on behalf of Creditor JUDY A. BONNET
lbubala@kcnvlaw.com,
bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

LOUIS M. BUBALA, III on behalf of Creditor KEVIN A. KEHL

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

1 lbubala@kcnvlaw.com,
2 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

3 LOUIS M. BUBALA, III on behalf of Creditor KEVIN A. MCKEE
4 lbubala@kcnvlaw.com,
5 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

6 LOUIS M. BUBALA, III on behalf of Creditor KRYSTINA L. KEHL
7 lbubala@kcnvlaw.com,
8 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

9 LOUIS M. BUBALA, III on behalf of Creditor PATRICK J. ANGLIN
10 lbubala@kcnvlaw.com,
11 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

12 LOUIS M. BUBALA, III on behalf of Creditor ROBERT A. KEHL
13 lbubala@kcnvlaw.com,
14 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

15 LOUIS M. BUBALA, III on behalf of Creditor RUTH ANN KEHL
16 lbubala@kcnvlaw.com,
17 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

18 LOUIS M. BUBALA, III on behalf of Plaintiff KEHL DEVELOPMENT CORPORATION
19 lbubala@kcnvlaw.com,
20 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

21 LOUIS M. BUBALA, III on behalf of Plaintiff WARREN HOFFMAN FAMILY
22 INVESTMENTS, LP
23 lbubala@kcnvlaw.com,
24 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

25 LOUIS M. BUBALA, III on behalf of Plaintiff ANDREW R. KEHL
26 lbubala@kcnvlaw.com,
27 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

28 LOUIS M. BUBALA, III on behalf of Plaintiff CHRISTINA "TINA" M KEHL
lbubala@kcnvlaw.com,
bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

LOUIS M. BUBALA, III on behalf of Plaintiff CHRISTINA M. KEHL
lbubala@kcnvlaw.com,
bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

LOUIS M. BUBALA, III on behalf of Plaintiff CYNTHIA A. WINTER
lbubala@kcnvlaw.com,
bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

LOUIS M. BUBALA, III on behalf of Plaintiff DANIEL J. KEHL

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 lbubala@kcnvlaw.com,
2 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
3 LOUIS M. BUBALA, III on behalf of Plaintiff JUDY A. BONNET
4 lbubala@kcnvlaw.com,
5 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
6 LOUIS M. BUBALA, III on behalf of Plaintiff KEVIN A. KEHL
7 lbubala@kcnvlaw.com,
8 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
9 LOUIS M. BUBALA, III on behalf of Plaintiff KEVIN A. MCKEE
10 lbubala@kcnvlaw.com,
11 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
12 LOUIS M. BUBALA, III on behalf of Plaintiff KRYSTINA L. KEHL
13 lbubala@kcnvlaw.com,
14 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
15 LOUIS M. BUBALA, III on behalf of Plaintiff PATRICK J. ANGLIN
16 lbubala@kcnvlaw.com,
17 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
18 LOUIS M. BUBALA, III on behalf of Plaintiff ROBERT A. KEHL
19 lbubala@kcnvlaw.com,
20 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
21 LOUIS M. BUBALA, III on behalf of Plaintiff ROBERT J. KEHL
22 lbubala@kcnvlaw.com,
23 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
24 LOUIS M. BUBALA, III on behalf of Plaintiff RUTH ANN KEHL
25 lbubala@kcnvlaw.com,
26 bubalalawyer@gmail.com;wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
27 MATTHEW Q. CALLISTER on behalf of Interested Party CURTIS F CLARK
28 mqc@call-law.com,beckomt@call-law.com, mcox@call-law.com;jclv@call-law.com;pjc@call-
 law.com
29 CANDACE C CARLYON on behalf of Creditor WELLS FARGO BANK OF NEVADA AND
30 WELLS FARGO BANK

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 ccarlyon@ccarlyon.com, docket@ccarlyon.com;ccarlyon@ccarlyon.com
2 CANDACE C CARLYON on behalf of Creditor Committee OFFICIAL COMMITTEE OF
3 EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC
4 ccarlyon@ccarlyon.com, docket@ccarlyon.com;ccarlyon@ccarlyon.com
5 MICHAEL W. CARMEL
6 michael@mcarmellaw.com, nancy@mcarmellaw.com;ritkin@steptoe.com
7 ROBERT M. CHARLES, JR. on behalf of Attorney LEWIS AND ROCA LLP
rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
8 ROBERT M. CHARLES, JR. on behalf of Counter-Defendant USACM LIQUIDATING TRUST
rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
9 ROBERT M. CHARLES, JR. on behalf of Creditor USACM LIQUIDATING TRUST
10 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
11 ROBERT M. CHARLES, JR. on behalf of Creditor Committee OFFICIAL COMMITTEE OF
12 UNSECURED CREDITORS FOR USA COMMERCIAL MORTGAGE COMPANY
13 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
14 ROBERT M. CHARLES, JR. on behalf of Debtor USA COMMERCIAL MORTGAGE
15 COMPANY
16 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
17 ROBERT M. CHARLES, JR. on behalf of Defendant USA COMMERCIAL MORTGAGE
18 COMPANY
19 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
20 ROBERT M. CHARLES, JR. on behalf of Defendant USACM LIQUIDATING TRUST
21 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
22 ROBERT M. CHARLES, JR. on behalf of Defendant GEOFFREY L. BERMAN
23 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
24 ROBERT M. CHARLES, JR. on behalf of Interested Party OFFICIAL COMMITTEE OF
25 UNSECURED CREDITORS FOR USA COMMERCIAL MORTGAGE COMPANY
26 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
27 ROBERT M. CHARLES, JR. on behalf of Interested Party USACM LIQUIDATING TRUST
28 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
ROBERT M. CHARLES, JR. on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST
DEED FUND LLC
rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
ROBERT M. CHARLES, JR. on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
2 ROBERT M. CHARLES, JR. on behalf of Plaintiff USACM LIQUIDATING TRUST
3 rcharles@lrlaw.com, BankruptcyNotices@LRLaw.com
4 MICHAEL W. CHEN on behalf of Creditor HSBC AUTO FINANCE
5 bknotice@mccarthyholthus.com, mchen@mccarthyholthus.com
6 MICHAEL W. CHEN on behalf of Creditor Margarita Jung
7 bknotice@mccarthyholthus.com, mchen@mccarthyholthus.com
8 KEVIN B. CHRISTENSEN on behalf of Creditor ROSEBERRY FAMILY LP
9 kbc@cjmlv.com
10 KEVIN B. CHRISTENSEN on behalf of Creditor RICHARD G WORTHEN
11 kbc@cjmlv.com
12 JANET L. CHUBB on behalf of Creditor BALTES COMPANY
13 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
14 JANET L. CHUBB on behalf of Creditor CHARLES B. ANDERSON TRUST
15 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
16 JANET L. CHUBB on behalf of Creditor DEATH VALLEY ACQUISITIONS, LLC
17 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
18 JANET L. CHUBB on behalf of Creditor ESTATE OF DANIEL TABAS
19 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
20 JANET L. CHUBB on behalf of Creditor FERTITTA ENTERPRISES, INC.
21 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
22 JANET L. CHUBB on behalf of Creditor JUDITH L. FOUNTAIN IRREVOCABLE TRUST
23 DATED 8/26/97
24 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
25 JANET L. CHUBB on behalf of Creditor KEHL DEVELOPMENT CORPORATION
26 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
27 JANET L. CHUBB on behalf of Creditor KEVIN KEHL ITF ANDREW KEHL
28 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
29 JANET L. CHUBB on behalf of Creditor MOJAVE CANYON INC.
30 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
31 JANET L. CHUBB on behalf of Creditor RITA P. ANDERSON TRUST

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
2 JANET L. CHUBB on behalf of Creditor WARREN HOFFMAN FAMILY INVESTMENTS, LP
3 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
4 JANET L. CHUBB on behalf of Creditor CHRISTINA "TINA" M KEHL
5 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
6 JANET L. CHUBB on behalf of Creditor CHRISTINA M. KEHL
7 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
8 JANET L. CHUBB on behalf of Creditor CYNTHIA A. WINTER
9 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
10 JANET L. CHUBB on behalf of Creditor DANIEL J. KEHL
11 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
12 JANET L. CHUBB on behalf of Creditor JOSEPH AND LORETTA DONNOLO
13 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
14 JANET L. CHUBB on behalf of Creditor JUDY A. BONNET
15 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
16 JANET L. CHUBB on behalf of Creditor KEVIN A. KEHL
17 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
18 JANET L. CHUBB on behalf of Creditor KEVIN A. MCKEE
19 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
20 JANET L. CHUBB on behalf of Creditor KRYSTINA L. KEHL
21 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
22 JANET L. CHUBB on behalf of Creditor LOU O. MALDONADO
23 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
24 JANET L. CHUBB on behalf of Creditor PATRICK J. ANGLIN
25 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
26 JANET L. CHUBB on behalf of Creditor ROBERT A. KEHL
27 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
28 JANET L. CHUBB on behalf of Defendant ROBERT J. AND RUTH A. KEHL
lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com
JANET L. CHUBB on behalf of Interested Party DIRECT LENDERS-BENEFICIARIES
lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

1 JANET L. CHUBB on behalf of Interested Party KEHL FAMILY
2 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

3 JANET L. CHUBB on behalf of Plaintiff KEHL DEVELOPMENT CORPORATION
4 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

5 JANET L. CHUBB on behalf of Plaintiff WARREN HOFFMAN FAMILY INVESTMENTS, LP
6 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

7 JANET L. CHUBB on behalf of Plaintiff ANDREW R. KEHL
8 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

9 JANET L. CHUBB on behalf of Plaintiff CHRISTINA "TINA" M KEHL
10 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

11 JANET L. CHUBB on behalf of Plaintiff CHRISTINA M. KEHL
12 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

13 JANET L. CHUBB on behalf of Plaintiff CYNTHIA A. WINTER
14 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

15 JANET L. CHUBB on behalf of Plaintiff DANIEL J. KEHL
16 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

17 JANET L. CHUBB on behalf of Plaintiff JUDY A. BONNET
18 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

19 JANET L. CHUBB on behalf of Plaintiff KEVIN A. KEHL
20 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

21 JANET L. CHUBB on behalf of Plaintiff KEVIN A. MCKEE
22 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

23 JANET L. CHUBB on behalf of Plaintiff KRYSTINA L. KEHL
24 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

25 JANET L. CHUBB on behalf of Plaintiff PAMELA J. MCKEE
26 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

27 JANET L. CHUBB on behalf of Plaintiff PATRICK J. ANGLIN
28 lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

JANET L. CHUBB on behalf of Plaintiff ROBERT A. KEHL
lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

JANET L. CHUBB on behalf of Plaintiff ROBERT J. KEHL
lbubala@kcnvlaw.com, wapplegate@kcnvlaw.com;cbyrne@kcnvlaw.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 JANET L. CHUBB on behalf of Plaintiff RUTH ANN KEHL
l bubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
2
3 JANET L. CHUBB on behalf of Plaintiff SUSAN L. KEHL
l bubala@kcnvlaw.com, wapplegate@kcnvlaw.com; cbyrne@kcnvlaw.com
4
5 ANTHONY CIULLA on behalf of Defendant BOISE/GOWEN 93, LLC
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
6
7 ANTHONY CIULLA on behalf of Defendant COPPER SAGE COMMERCE CENTER, LLC
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
8
9 ANTHONY CIULLA on behalf of Defendant DER NV INVESCO, LLC
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
10
11 ANTHONY CIULLA on behalf of Defendant FREEWAY 101 USA INVESTORS, LLC
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
12
13 ANTHONY CIULLA on behalf of Defendant FWY 101 LOOP RAR INVESTMENT, LLC
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
14
15 ANTHONY CIULLA on behalf of Defendant RUSSELL A D DEVELOPMENT GROUP, LLC
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
16
17 ANTHONY CIULLA on behalf of Defendant SVRB INVESTMENTS, LLC
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
18
19 ANTHONY CIULLA on behalf of Defendant DEBORAH RUSSELL
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
20
21 ANTHONY CIULLA on behalf of Defendant ROBERT A RUSSELL
aciulla@deanerlaw.com, ddickinson@deanerlaw.com
22
23 DAVID A. COLVIN on behalf of Defendant AURORA INVESTMENTS LP
dcolvin@maclaw.com, mwalters@maclaw.com
24
25 DAVID A. COLVIN on behalf of Defendant BROUWERS FAMILY LP
dcolvin@maclaw.com, mwalters@maclaw.com
26
27 DAVID A. COLVIN on behalf of Defendant FIRST SAVINGS BANK FBO VALLIERA
MC GUIRE
dcolvin@maclaw.com, mwalters@maclaw.com
28
29 DAVID A. COLVIN on behalf of Defendant FRANCIS FAMILY TRUST
dcolvin@maclaw.com, mwalters@maclaw.com
30
31 DAVID A. COLVIN on behalf of Defendant JWB INVESTMENTS, INC.
dcolvin@maclaw.com, mwalters@maclaw.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 DAVID A. COLVIN on behalf of Defendant MORNINGSIDE HOMES, INC.
dcolvin@maclaw.com, mwalters@maclaw.com
2
3 DAVID A. COLVIN on behalf of Defendant PAUL BLOCH LIVING TRUST
dcolvin@maclaw.com, mwalters@maclaw.com
4
5 DAVID A. COLVIN on behalf of Defendant SIMON FAMILY TRUST
dcolvin@maclaw.com, mwalters@maclaw.com
6
7 DAVID A. COLVIN on behalf of Defendant JENNIFER MIDDLETON
dcolvin@maclaw.com, mwalters@maclaw.com
8
9 DAVID A. COLVIN on behalf of Defendant LARRY C JOHNS
dcolvin@maclaw.com, mwalters@maclaw.com
10
11 DAVID A. COLVIN on behalf of Defendant LARRY J MIDDLETON
dcolvin@maclaw.com, mwalters@maclaw.com
12
13 DAVID A. COLVIN on behalf of Defendant LINDA JANOVITCH
dcolvin@maclaw.com, mwalters@maclaw.com
14
15 DAVID A. COLVIN on behalf of Defendant MARY L JOHNS
dcolvin@maclaw.com, mwalters@maclaw.com
16
17 DAVID A. COLVIN on behalf of Defendant ROBERT M PORTNOFF
dcolvin@maclaw.com, mwalters@maclaw.com
18
19 DAVID A. COLVIN on behalf of Defendant SARAH PORTNOFF
dcolvin@maclaw.com, mwalters@maclaw.com
20
21 DAVID A. COLVIN on behalf of Defendant STEVEN JANOVITCH
dcolvin@maclaw.com, mwalters@maclaw.com
22
23 WILLIAM D COPE on behalf of Creditor COPE & GUERRA
william@copebklaw.com
24
25 WILLIAM D COPE on behalf of Creditor LESTER AVILA
cope_guerra@yahoo.com
26
27 WILLIAM D COPE on behalf of Creditor LESTER AVILA
william@copebklaw.com
28
29 CICI CUNNINGHAM on behalf of Creditor HIGHLAND CRUSADER FUND, LTD.
ciciesq@cox.net
30
31 CICI CUNNINGHAM on behalf of Creditor ML CBO IV (CAYMAN) LTD.

1 ciciesq@cox.net
2 CICI CUNNINGHAM on behalf of Creditor PAM CAPITAL FUNDING, L.P.
3 ciciesq@cox.net
4 CICI CUNNINGHAM on behalf of Creditor PAMCO CAYMAN, LTD.
5 ciciesq@cox.net
6 CICI CUNNINGHAM on behalf of Creditor PCMG TRADING PARTNERS XXII, L.P.
7 ciciesq@cox.net
8 CICI CUNNINGHAM on behalf of Creditor PROSPECT HIGH INCOME FUND
9 ciciesq@cox.net
10 LAUREL E. DAVIS on behalf of Interested Party CANEPA GROUP
11 mhurtado@fclaw.com
12 LAUREL E. DAVIS on behalf of Interested Party EVELYN G CANEPA TRUST
13 mhurtado@fclaw.com
14 LAUREL E. DAVIS on behalf of Interested Party GARY T. & LORI R. CANEPA, TRUSTEES
15 OF THE G. & L. TRUST
16 mhurtado@fclaw.com
17 LAUREL E. DAVIS on behalf of Interested Party LOUIS JOHN CANEPA TRUSTEE OF THE
18 LOUIS JOHN CANEPA REVOCABLE TRUST
19 mhurtado@fclaw.com
20 LAUREL E. DAVIS on behalf of Interested Party SCOTT K CANEPA DEFINED BENEFIT
21 PENSION PLAN
22 mhurtado@fclaw.com
23 LAUREL E. DAVIS on behalf of Interested Party MICHAEL WAGNON
24 mhurtado@fclaw.com
25 LAUREL E. DAVIS on behalf of Interested Party SCOTT K CANEPA
26 mhurtado@fclaw.com
27 LAUREL E. DAVIS on behalf of Interested Party SHAWNTELLE DAVIS-CANEPA
28 mhurtado@fclaw.com
29 J CRAIG DEMETRAS on behalf of Creditor PAUL LINNEY
30 mail@demetras-oneill.com
31 ALLAN B. DIAMOND on behalf of Creditor Committee OFFICIAL COMMITTEE OF
32 UNSECURED CREDITORS FOR USA COMMERCIAL MORTGAGE COMPANY
33 adiamond@diamondmccarthy.com
34 ALLAN B. DIAMOND on behalf of Interested Party USACM LIQUIDATING TRUST

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 adiamond@diamondmccarthy.com
2 ALLAN B. DIAMOND on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED
3 FUND LLC
4 adiamond@diamondmccarthy.com
5 ALLAN B. DIAMOND on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED
6 FUND, LLC
7 adiamond@diamondmccarthy.com
8 ALLAN B. DIAMOND on behalf of Plaintiff USA CAPITAL FIRST TRUST DEED FUND,
9 LLC
10 adiamond@diamondmccarthy.com
11 ALLAN B. DIAMOND on behalf of Plaintiff USACM LIQUIDATING TRUST
12 adiamond@diamondmccarthy.com
13 BRADLEY PAUL ELLEY on behalf of Creditor RETIREMENT ACCOUNTS, INC.
14 bpelleylawbk@sbcglobal.net, elnivnv@sbcglobal.net
15 BRADLEY PAUL ELLEY on behalf of Creditor TESSERACT TRUST DATED 3/31/04
16 bpelleylawbk@sbcglobal.net, elnivnv@sbcglobal.net
17 FRANK A ELLIS, III on behalf of Creditor ANDREW WELCHER
18 fellis@lvbusinesslaw.com, laurenc@lvbusinesslaw.com;gailk@lvbusinesslaw.com
19 THOMAS H. FELL on behalf of Attorney GORDON & SILVER, LTD.
20 BANKRUPTCYNOTICES@GORDONSILVER.COM;bknotices@gordonsilver.com
21 THOMAS H. FELL on behalf of Creditor BUCKALEW TRUST
22 BANKRUPTCYNOTICES@GORDONSILVER.COM;bknotices@gordonsilver.com
23 THOMAS H. FELL on behalf of Creditor Committee OFFICIAL COMMITTEE OF
24 EXECUTORY CONTRACT HOLDERS OF USA COMMERCIAL MORTGAGE COMPANY
25 BANKRUPTCYNOTICES@GORDONSILVER.COM;bknotices@gordonsilver.com
26 SCOTT D. FLEMING on behalf of Creditor GEORGE GAGE TRUST DATED 10-8-99
27 sfleming@armstrongteasdale.com, rfortin@armstrongteasdale.com
28 SCOTT D. FLEMING on behalf of Creditor LOS VALLES LAND & GOLF, LLC
sfleming@armstrongteasdale.com, rfortin@armstrongteasdale.com
SCOTT D. FLEMING on behalf of Creditor GEORGE & MIRIAM GAGE
sfleming@armstrongteasdale.com, rfortin@armstrongteasdale.com
SCOTT D. FLEMING on behalf of Interested Party BANK OF AMERICA
sfleming@armstrongteasdale.com, rfortin@armstrongteasdale.com
SCOTT D. FLEMING on behalf of Plaintiff SPECTRUM FINANCIAL GROUP

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

1 sflenning@armstrongteasdale.com, rfortin@armstrongteasdale.com
2 SCOTT D. FLEMING on behalf of Plaintiff ROLAND WEDDELL
3 sflenning@armstrongteasdale.com, rfortin@armstrongteasdale.com
4 GREGORY E GARMAN on behalf of Creditor Committee OFFICIAL COMMITTEE OF
5 EQUITY SECURITY HOLDERS OF USA CAPITAL DIVERSIFIED TRUST DEED FUND,
6 LLC
bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com
7 GREGORY E GARMAN on behalf of Creditor Committee OFFICIAL COMMITTEE OF
8 EXECUTORY CONTRACT HOLDERS OF USA COMMERCIAL MORTGAGE COMPANY
bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com
9 GREGORY E GARMAN on behalf of Creditor Committee OFFICIAL COMMITTEE OF
10 HOLDERS EXECUTORY CONTRACT RIGHTS THRU USA COMMERCIAL MTG CO
bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com
11 DOUGLAS D. GERRARD on behalf of Counter-Claimant SALVATORE J REALE
12 DGERRARD@GERRARD-COX.COM, ekaymedellin@gerrard-cox.com;jbidwell@gerrard-
cox.com;KBassett@Gerrard-Cox.com
13 DOUGLAS D. GERRARD on behalf of Cross Defendant SALVATORE J REALE
14 DGERRARD@GERRARD-COX.COM, ekaymedellin@gerrard-cox.com;jbidwell@gerrard-
cox.com;KBassett@Gerrard-Cox.com
15 DOUGLAS D. GERRARD on behalf of Cross-Claimant SALVATORE J REALE
16 DGERRARD@GERRARD-COX.COM, ekaymedellin@gerrard-cox.com;jbidwell@gerrard-
cox.com;KBassett@Gerrard-Cox.com
17 DOUGLAS D. GERRARD on behalf of Defendant SALVATORE J REALE
18 DGERRARD@GERRARD-COX.COM, ekaymedellin@gerrard-cox.com;jbidwell@gerrard-
cox.com;KBassett@Gerrard-Cox.com
19 WADE B. GOCHNOUR on behalf of Creditor LIBERTY BANK
20 WGochnour@howardandhoward.com
21 WADE B. GOCHNOUR on behalf of Interested Party LIBERTY BANK
22 WBG@h2law.com
23 CARLOS A. GONZALEZ on behalf of Creditor PENSION BENEFIT GUARANTY
24 CORPORATION
25 Darlene.Ruckard@usdoj.gov,Mary.Booker@usdoj.gov,doriayn.olivarra@usdoj.gov,sue.knight@u
sdoj.gov,
26 CARLOS A. GONZALEZ on behalf of Interested Party UNITED STATES OF AMERICA
27 Darlene.Ruckard@usdoj.gov,Mary.Booker@usdoj.gov,doriayn.olivarra@usdoj.gov,sue.knight@u
sdoj.gov,

1 GERALD M GORDON on behalf of Creditor Committee OFFICIAL COMMITTEE OF
 2 EXECUTORY CONTRACT HOLDERS OF USA COMMERCIAL MORTGAGE COMPANY
 3 bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com

4 GERALD M GORDON on behalf of Creditor Committee OFFICIAL COMMITTEE OF
 5 HOLDERS EXECUTORY CONTRACT RIGHTS THRU USA COMMERCIAL MTG CO
 6 bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com

7 GERALD M GORDON on behalf of Defendant HMA SALES LLC
 8 bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com

9 R. VAUGHN GOURLEY on behalf of Creditor GATEWAY STONE ASSOCIATES, LLC
 10 vgourley@sgblawfirm.com

11 R. VAUGHN GOURLEY on behalf of Creditor STANDARD PROPERTY DEVELOPMENT,
 12 LLC
 13 vgourley@sgblawfirm.com

14 R. VAUGHN GOURLEY on behalf of Defendant GATEWAY STONE ASSOCIATES, LLC
 15 vgourley@sgblawfirm.com

16 TALITHA B. GRAY KOZLOWSKI on behalf of Creditor Committee OFFICIAL COMMITTEE
 17 OF EXECUTORY CONTRACT HOLDERS OF USA COMMERCIAL MORTGAGE
 18 COMPANY
 19 bankruptcynotices@gordonsilver.com;bknotices@gordonsilver.com

20 TALITHA B. GRAY KOZLOWSKI on behalf of Creditor Committee OFFICIAL COMMITTEE
 21 OF HOLDERS EXECUTORY CONTRACT RIGHTS THRU USA COMMERCIAL MTG CO
 22 bankruptcynotices@gordonsilver.com;bknotices@gordonsilver.com

23 TALITHA B. GRAY KOZLOWSKI on behalf of Defendant HMA SALES LLC
 24 bankruptcynotices@gordonsilver.com;bknotices@gordonsilver.com

25 JAMES D. GREENE on behalf of Creditor CAPITAL CROSSING BANK
 26 jgreene@greenieinfusolaw.com,
 27 fritchie@greenieinfusolaw.com;kfarney@greenieinfusolaw.com;swalkenshaw@greenieinfusolaw.co
 28 m;cwalton@greenieinfusolaw.com

29 JAMES D. GREENE on behalf of Creditor PLATINUM PROPERTIES 1, INC.
 30 jgreene@greenieinfusolaw.com,
 31 fritchie@greenieinfusolaw.com;kfarney@greenieinfusolaw.com;swalkenshaw@greenieinfusolaw.co
 32 m;cwalton@greenieinfusolaw.com

33 JAMES D. GREENE on behalf of Creditor SB INVESTORS
 34 jgreene@greenieinfusolaw.com,
 35 fritchie@greenieinfusolaw.com;kfarney@greenieinfusolaw.com;swalkenshaw@greenieinfusolaw.co
 36 m;cwalton@greenieinfusolaw.com

37 JAMES D. GREENE on behalf of Cross-Claimant PLATINUM PROPERTIES 1, INC.

3993 Howard Hughes Parkway
 Suite 600
 Las Vegas, NV 89169-5996

**LEWIS ROCA
 ROTHGERBER**

1 jgreene@greenieinfusolaw.com,
2 fritchie@greenieinfusolaw.com;kfarney@greenieinfusolaw.com;swalkenshaw@greenieinfusolaw.co
m;cwalton@greenieinfusolaw.com

3 MARK H. GUNDERSON on behalf of Creditor SPECTRUM FINANCIAL GROUP
4 kharris@gundersonlaw.com

5 PETER W. GUYON on behalf of Cross Defendant GREAT WHITE INVESTMENTS, NV, INC.
6 pguyon@yahoo.com

7 PETER W. GUYON on behalf of Cross Defendant JAYEM FAMILY LTD PARTNERSHIP
8 pguyon@yahoo.com

9 PETER W. GUYON on behalf of Cross Defendant R&N REAL ESTATE INVESTMENTS
pguyon@yahoo.com

10 PETER W. GUYON on behalf of Cross Defendant R.G.T. MILLER (TRUSTEE)
11 pguyon@yahoo.com

12 PETER W. GUYON on behalf of Cross Defendant AIMEE KEARNS
13 pguyon@yahoo.com

14 PETER W. GUYON on behalf of Cross Defendant ARLENE KRAUS
pguyon@yahoo.com

15 PETER W. GUYON on behalf of Cross Defendant BERNARD KRAUS
16 pguyon@yahoo.com

17 PETER W. GUYON on behalf of Cross Defendant BETTY PHENIX
18 pguyon@yahoo.com

19 PETER W. GUYON on behalf of Cross Defendant BOB ALUM
20 pguyon@yahoo.com

21 PETER W. GUYON on behalf of Cross Defendant DAVID STIBOR
pguyon@yahoo.com

22 PETER W. GUYON on behalf of Cross Defendant DENNIS F. SIPIORSKI
23 pguyon@yahoo.com

24 PETER W. GUYON on behalf of Cross Defendant FRANK J. BELMONTE, JR.
25 pguyon@yahoo.com

26 PETER W. GUYON on behalf of Cross Defendant GARY BRENNAN
pguyon@yahoo.com

27 PETER W. GUYON on behalf of Cross Defendant HARV GASTALDI
28 pguyon@yahoo.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGEBER

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 PETER W. GUYON on behalf of Cross Defendant JACQUES M. MASSA
2 pguyon@yahoo.com

3 PETER W. GUYON on behalf of Cross Defendant JASON G LANDESS
4 pguyon@yahoo.com

5 PETER W. GUYON on behalf of Cross Defendant JEAN JACQUES BERTHELOT
6 pguyon@yahoo.com

7 PETER W. GUYON on behalf of Cross Defendant JOSEPH B. LAFAYETTE
8 pguyon@yahoo.com

9 PETER W. GUYON on behalf of Cross Defendant KENNETH TRECHT
10 pguyon@yahoo.com

11 PETER W. GUYON on behalf of Cross Defendant KLAUS KOPF
12 pguyon@yahoo.com

13 PETER W. GUYON on behalf of Cross Defendant PAUL BRUGGEMANS
14 pguyon@yahoo.com

15 PETER W. GUYON on behalf of Cross Defendant ROBERT J. VERCHOTA
16 pguyon@yahoo.com

17 PETER W. GUYON on behalf of Cross Defendant RUSSELL J. ZUARDO
18 pguyon@yahoo.com

19 PETER W. GUYON on behalf of Cross Defendant STEVE WALTERS
20 pguyon@yahoo.com

21 PETER W. GUYON on behalf of Cross Defendant SVEN LEVIN
22 pguyon@yahoo.com

23 PETER W. GUYON on behalf of Cross Defendant VINCENT GREEN
24 pguyon@yahoo.com

25 PETER W. GUYON on behalf of Cross Defendant WILLIAM F ERRINGTON
26 pguyon@yahoo.com

27 PETER W. GUYON on behalf of Defendant GREAT WHITE INVESTMENTS, NV, INC.
28 pguyon@yahoo.com

28 PETER W. GUYON on behalf of Defendant JAYEM FAMILY LTD PARTNERSHIP
pguyon@yahoo.com

28 PETER W. GUYON on behalf of Defendant R&N REAL ESTATE INVESTMENTS
pguyon@yahoo.com

28 PETER W. GUYON on behalf of Defendant R.G.T. MILLER (TRUSTEE)
pguyon@yahoo.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 pguyon@yahoo.com
2 PETER W. GUYON on behalf of Defendant AIMEE KEARNS
3 pguyon@yahoo.com
4 PETER W. GUYON on behalf of Defendant ARLENE KRAUS
5 pguyon@yahoo.com
6 PETER W. GUYON on behalf of Defendant BERNARD KRAUS
7 pguyon@yahoo.com
8 PETER W. GUYON on behalf of Defendant BETTY PHENIX
9 pguyon@yahoo.com
10 PETER W. GUYON on behalf of Defendant BOB ALUM
11 pguyon@yahoo.com
12 PETER W. GUYON on behalf of Defendant DAVID STIBOR
13 pguyon@yahoo.com
14 PETER W. GUYON on behalf of Defendant DENNIS F. SIPIORSKI
15 pguyon@yahoo.com
16 PETER W. GUYON on behalf of Defendant FRANK J. BELMONTE, JR.
17 pguyon@yahoo.com
18 PETER W. GUYON on behalf of Defendant GARY BRENNAN
19 pguyon@yahoo.com
20 PETER W. GUYON on behalf of Defendant HARV GASTALDI
21 pguyon@yahoo.com
22 PETER W. GUYON on behalf of Defendant JACQUES M. MASSA
23 pguyon@yahoo.com
24 PETER W. GUYON on behalf of Defendant JASON G LANDESS
25 pguyon@yahoo.com
26 PETER W. GUYON on behalf of Defendant JEAN JACQUES BERTHELOT
27 pguyon@yahoo.com
28 PETER W. GUYON on behalf of Defendant JOSEPH B. LAFAYETTE
pguyon@yahoo.com
PETER W. GUYON on behalf of Defendant KENNETH TRECHT
pguyon@yahoo.com
PETER W. GUYON on behalf of Defendant KLAUS KOPF
pguyon@yahoo.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 PETER W. GUYON on behalf of Defendant PAUL BRUGGEMANS
2 pguyon@yahoo.com

3 PETER W. GUYON on behalf of Defendant ROBERT J. VERCHOTA
4 pguyon@yahoo.com

5 PETER W. GUYON on behalf of Defendant RUSSELL J. ZUARDO
6 pguyon@yahoo.com

7 PETER W. GUYON on behalf of Defendant STEVE WALTERS
8 pguyon@yahoo.com

9 PETER W. GUYON on behalf of Defendant SVEN LEVIN
pguyon@yahoo.com

10 PETER W. GUYON on behalf of Defendant VINCENT GREEN
pguyon@yahoo.com

11 PETER W. GUYON on behalf of Defendant WILLIAM F ERRINGTON
pguyon@yahoo.com

12 XANNA R. HARDMAN on behalf of Creditor ROSEBERRY FAMILY LP
xhardman@bhfs.com

13 XANNA R. HARDMAN on behalf of Creditor RICHARD G WORTHEN
xhardman@bhfs.com

14 STEPHEN R HARRIS on behalf of Creditor FRANK SNOPKO
noticesbh&p@harrislawreno.com;hannah@harrislawreno.com;reception@harrislawreno.com;hele
na@harrislawreno.com;norma@harrislawreno.com;ellie@harrislawreno.com

15 STEPHEN R HARRIS on behalf of Defendant ROCKLIN/REDDING LLC
noticesbh&p@harrislawreno.com;hannah@harrislawreno.com;reception@harrislawreno.com;hele
na@harrislawreno.com;norma@harrislawreno.com;ellie@harrislawreno.com

16 STEPHEN R HARRIS on behalf of Interested Party ROCKLIN/REDDING LLC
noticesbh&p@harrislawreno.com;hannah@harrislawreno.com;reception@harrislawreno.com;hele
na@harrislawreno.com;norma@harrislawreno.com;ellie@harrislawreno.com

17 JEFFREY L HARTMAN on behalf of Creditor DOUGLAS CARSON
notices@bankruptcyreno.com, sji@bankruptcyreno.com

18 JEFFREY L HARTMAN on behalf of Interested Party THE MACDONALD CENTER FOR
ARTS AND HUMANITIES
notices@bankruptcyreno.com, sji@bankruptcyreno.com

19 BRIGID M. HIGGINS on behalf of Creditor Committee OFFICIAL COMMITTEE OF
EXECUTORY CONTRACT HOLDERS OF USA COMMERCIAL MORTGAGE COMPANY

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com
2 BRIGID M. HIGGINS on behalf of Creditor Committee OFFICIAL COMMITTEE OF
3 HOLDERS EXECUTORY CONTRACT RIGHTS THRU USA COMMERCIAL MTG CO
bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com
4 BRIGID M. HIGGINS on behalf of Cross-Claimant HMA SALES, LLC
bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com
5 BRIGID M. HIGGINS on behalf of Defendant HMA SALES LLC
bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com
6 BRIGID M. HIGGINS on behalf of Defendant HMA SALES, LLC
bankruptcynotices@gordonsilver.com, bknotices@gordonsilver.com
7 MELANIE A. HILL on behalf of Defendant SILAR ADVISORS, LP
Melanie@MelanieHillLaw.com, KristinSmith23@gmail.com
8 MELANIE A. HILL on behalf of Defendant SILAR SPECIAL OPPORTUNITIES FUND, LP
Melanie@MelanieHillLaw.com, KristinSmith23@gmail.com
9 MELANIE A. HILL on behalf of Respondent SILAR ADVISORS, LP
Melanie@MelanieHillLaw.com, KristinSmith23@gmail.com
10 MELANIE A. HILL on behalf of Respondent SILAR SPECIAL OPPORTUNITIES FUND, LP
Melanie@MelanieHillLaw.com, KristinSmith23@gmail.com
11 JOHN HINDERAKER on behalf of Counter-Defendant USACM LIQUIDATING TRUST
JHinderaker@LRLaw.com, RCreswell@LRLaw.com
12 JOHN HINDERAKER on behalf of Creditor Committee OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR USA COMMERCIAL MORTGAGE COMPANY
JHinderaker@LRLaw.com, RCreswell@LRLaw.com
13 JOHN HINDERAKER on behalf of Defendant USACM LIQUIDATING TRUST
JHinderaker@LRLaw.com, RCreswell@LRLaw.com
14 JOHN HINDERAKER on behalf of Defendant GEOFFREY L. BERMAN
JHinderaker@LRLaw.com, RCreswell@LRLaw.com
15 JOHN HINDERAKER on behalf of Interested Party USACM LIQUIDATING TRUST
JHinderaker@LRLaw.com, RCreswell@LRLaw.com
16 JOHN HINDERAKER on behalf of Plaintiff USACM LIQUIDATING TRUST
JHinderaker@LRLaw.com, RCreswell@LRLaw.com
17 RICHARD F. HOLLEY on behalf of Creditor HALL FINANCIAL GROUP, LTD

1 rholley@nevadafirm.com,
2 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

3 RICHARD F. HOLLEY on behalf of Creditor HALL PHOENIX INWOOD, LTD.
4 rholley@nevadafirm.com,
5 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

6 RICHARD F. HOLLEY on behalf of Creditor LOUISE G. SHERK, TRUSTEE OF THE LOUISE
7 G. SHERK, M.D., EMPLOYEE BENEFIT PLAN TRUST
8 rholley@nevadafirm.com,
9 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

10 RICHARD F. HOLLEY on behalf of Creditor ROBERT DIBIAS, TRUSTEE OF THE LOUISE
11 G. SHERK, M.D., EMPLOYEE BENEFIT PLAN TRUST
12 rholley@nevadafirm.com,
13 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

14 RICHARD F. HOLLEY on behalf of Defendant ASHBY USA, LLC
15 rholley@nevadafirm.com,
16 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

17 RICHARD F. HOLLEY on behalf of Defendant FIESTA DEVELOPMENT, INC.
18 rholley@nevadafirm.com,
19 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

20 RICHARD F. HOLLEY on behalf of Defendant MONACO DIVERSIFIED CORPORATION
21 rholley@nevadafirm.com,
22 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

23 RICHARD F. HOLLEY on behalf of Defendant RANDOM DEVELOPMENTS, LLC
24 rholley@nevadafirm.com,
25 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

26 RICHARD F. HOLLEY on behalf of Defendant ANTHONY MONACO
27 rholley@nevadafirm.com,
28 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

29 RICHARD F. HOLLEY on behalf of Defendant RICHARD K ASHBY

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 rholley@nevadafirm.com,
2 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

3 RICHARD F. HOLLEY on behalf of Defendant SUSAN K MONACO
4 rholley@nevadafirm.com,
5 sdwkhtcf@gmail.com;oatamoh@nevadafirm.com;oswibies@nevadafirm.com;apestonit@nevada
firm.com;bkecf@nevadafirm.com

6 RANDOLPH L. HOWARD on behalf of Plaintiff ASSET RESOLUTION LLC
7 rhoward@klnevada.com,
8 ckishi@klnevada.com;bankruptcy@klnevada.com;ckishi@ecf.inforuptcy.com

9 RANDOLPH L. HOWARD on behalf of Plaintiff SILAR ADVISORS, LP
10 rhoward@klnevada.com,
11 ckishi@klnevada.com;bankruptcy@klnevada.com;ckishi@ecf.inforuptcy.com

12 RANDOLPH L. HOWARD on behalf of Plaintiff SILAR SPECIAL OPPORTUNITIES FUND,
13 LP
14 rhoward@klnevada.com,
15 ckishi@klnevada.com;bankruptcy@klnevada.com;ckishi@ecf.inforuptcy.com

16 DAVID W. HUSTON on behalf of Defendant HOWARD CONNELL
17 HustonLaw@aol.com

18 DAVID W. HUSTON on behalf of Defendant LORENE CONNELL
19 HustonLaw@aol.com

20 DAVID W. HUSTON on behalf of Interested Party BEVERLY J. STILES TRUST
21 HustonLaw@aol.com

22 DAVID W. HUSTON on behalf of Plaintiff USA COMMERCIAL MORTGAGE COMPANY
23 HustonLaw@aol.com

24 JASON A. IMES on behalf of Debtor USA COMMERCIAL MORTGAGE COMPANY
25 bkfilings@s-mlaw.com

26 JASON A. IMES on behalf of Defendant USA CAPITAL FIRST TRUST DEED FUND, LLC
27 bkfilings@s-mlaw.com

28 JASON A. IMES on behalf of Defendant USA COMMERCIAL MORTGAGE COMPANY
bkfilings@s-mlaw.com

29 JASON A. IMES on behalf of Jnt Admin Debtor USA CAPITAL FIRST TRUST DEED FUND,
30 LLC
31 bkfilings@s-mlaw.com

32 CHRISTOPHER D JAIME on behalf of Creditor DR. JAMES & TRACY MURPHY
33 cjaime@mclrenolaw.com, kbernhardt@mclrenolaw.com

3993 Howard Hughes Parkway
 Suite 600
 Las Vegas, NV 89169-5996

**LEWIS ROCA
 ROTHGERBER**

1 CHRISTOPHER D JAIME on behalf of Creditor THE GANNAWAY CHARITABLE
 2 REMAINDER TRUST DTD 4/15/97
 3 cjaime@mclrenolaw.com, kbernhardt@mclrenolaw.com

4 CHRISTOPHER D JAIME on behalf of Creditor PETER M DIGRAZIA
 5 cjaime@mclrenolaw.com, kbernhardt@mclrenolaw.com

6 EVAN L. JAMES on behalf of Creditor ROSEBERRY FAMILY LP
 elj@cjmlv.com

7 EVAN L. JAMES on behalf of Creditor RICHARD G WORTHEN
 elj@cjmlv.com

9 ANNETTE W JARVIS on behalf of Debtor USA CAPITAL DIVERSIFIED TRUST DEED
 10 FUND, LLC
 jarvis.annette@dorsey.com

11 ANNETTE W JARVIS on behalf of Debtor USA COMMERCIAL MORTGAGE COMPANY
 12 jarvis.annette@dorsey.com

13 LARRY C. JOHNS on behalf of Defendant LARRY C JOHNS
 14 lcjohns100@embarqmail.com

15 LARRY C. JOHNS on behalf of Defendant MARY L JOHNS
 lcjohns100@embarqmail.com

16 MATTHEW L. JOHNSON on behalf of Creditor ROY R. VENTURA, JR.
 17 annabelle@mjohnsonlaw.com,
 mjohnson@mjohnsonlaw.com;shari@mjohnsonlaw.com;mcarlyon@mjohnsonlaw.com

19 ERIN E. JONES on behalf of Plaintiff USACM LIQUIDATING TRUST
 20 cburrow@diamondmccarthy.com

TY E. KEHOE on behalf of Creditor LERIN HILLS, LTD
 TyKehoeLaw@aol.com

TY E. KEHOE on behalf of Creditor LUCIUS BLANCHARD
 TyKehoeLaw@aol.com

ROBERT R. KINAS on behalf of Creditor JAYEM FAMILY LIMITED PARTNERSHIP
 rkinas@swlaw.com,
 jmath@swlaw.com;mfull@swlaw.com;bgriffith@swlaw.com;docket_las@swlaw.com;cgianelloni
 @swlaw.com;nkanute@swlaw.com;kmiltimore@swlaw.com

ROBERT R. KINAS on behalf of Creditor ALEX GASSIO
 rkinas@swlaw.com,
 jmath@swlaw.com;mfull@swlaw.com;bgriffith@swlaw.com;docket_las@swlaw.com;cgianelloni
 @swlaw.com;nkanute@swlaw.com;kmiltimore@swlaw.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

1 ROBERT R. KINAS on behalf of Creditor AYLENE GERINGER
2 rkinas@swlaw.com,
3 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
4 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

5 ROBERT R. KINAS on behalf of Creditor BILL OVCA
6 rkinas@swlaw.com,
7 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
8 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

9 ROBERT R. KINAS on behalf of Creditor ED SCHOONOVER
10 rkinas@swlaw.com,
11 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
12 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

13 ROBERT R. KINAS on behalf of Creditor FERN APTER
14 rkinas@swlaw.com,
15 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
16 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

17 ROBERT R. KINAS on behalf of Creditor MARK ZIPKIN
18 rkinas@swlaw.com,
19 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
20 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

21 ROBERT R. KINAS on behalf of Creditor NORMAN KIVEN
22 rkinas@swlaw.com,
23 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
24 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

25 ROBERT R. KINAS on behalf of Creditor SUE SCHOONOVER
26 rkinas@swlaw.com,
27 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
28 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

29 ROBERT R. KINAS on behalf of Creditor TERRI NELSON
30 rkinas@swlaw.com,
31 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
32 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

33 ROBERT R. KINAS on behalf of Debtor USA CAPITAL DIVERSIFIED TRUST DEED FUND,
34 LLC
35 rkinas@swlaw.com,
36 jmath@swlaw.com; mfull@swlaw.com; bgriffith@swlaw.com; docket_las@swlaw.com; cgianelloni
37 @swlaw.com; nkanute@swlaw.com; kmiltimore@swlaw.com

38 ROBERT R. KINAS on behalf of Interested Party ASPEN SQUARE MANAGEMENT, INC.

1 rkinas@swlaw.com,
 2 jmath@swlaw.com;mfull@swlaw.com;bgriffith@swlaw.com;docket_las@swlaw.com;cgianelloni
 @swlaw.com;nkanute@swlaw.com;kmiltimore@swlaw.com

3 ROBERT R. KINAS on behalf of Jnt Admin Debtor USA CAPITAL DIVERSIFIED TRUST
 4 DEED FUND, LLC

5 rkinas@swlaw.com,
 6 jmath@swlaw.com;mfull@swlaw.com;bgriffith@swlaw.com;docket_las@swlaw.com;cgianelloni
 @swlaw.com;nkanute@swlaw.com;kmiltimore@swlaw.com

7 ROBERT R. KINAS on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED FUND
 8 LLC

9 rkinas@swlaw.com,
 10 jmath@swlaw.com;mfull@swlaw.com;bgriffith@swlaw.com;docket_las@swlaw.com;cgianelloni
 @swlaw.com;nkanute@swlaw.com;kmiltimore@swlaw.com

11 ROBERT R. KINAS on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED
 12 FUND, LLC

13 rkinas@swlaw.com,
 14 jmath@swlaw.com;mfull@swlaw.com;bgriffith@swlaw.com;docket_las@swlaw.com;cgianelloni
 @swlaw.com;nkanute@swlaw.com;kmiltimore@swlaw.com

15 DEAN T. KIRBY, JR. on behalf of Creditor DEBT ACQUISITION COMPANY OF AMERICA
 16 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

17 DEAN T. KIRBY, JR. on behalf of Cross-Claimant ROCKLIN/REDDING LLC
 18 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

19 DEAN T. KIRBY, JR. on behalf of Defendant EAGLE INVESTMENT PARTNERS, L.P.
 20 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

21 DEAN T. KIRBY, JR. on behalf of Defendant ROCKLIN/REDDING LLC
 22 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

23 DEAN T. KIRBY, JR. on behalf of Defendant VINDRAUGA CORPORATION
 24 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

25 DEAN T. KIRBY, JR. on behalf of Interested Party DEBT ACQUISITION COMPANY OF
 26 AMERICA

27 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

28 DEAN T. KIRBY, JR. on behalf of Interested Party DEBT ACQUISITION COMPANY OF
 29 AMERICA V, LLC (aw)

30 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

31 DEAN T. KIRBY, JR. on behalf of Intervenor DEBT ACQUISITION COMPANY OF
 32 AMERICA V, LLC

33 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

3993 Howard Hughes Parkway
 Suite 600
 Las Vegas, NV 89169-5996

LEWIS ROCA
 ROTHGERBER

1 DEAN T. KIRBY, JR. on behalf of Plaintiff DEBT ACQUISITION COMPANY OF AMERICA
2 V, LLC
2 dkirby@kirbymac.com, gsparks@kirbymac.com,jrigg@kirbymac.com

3 BART K. LARSEN on behalf of Interested Party KOLESAR & LEATHAM, CHTD.
4 blarsen@klnevada.com,
4 jierien@klnevada.com;bankruptcy@klnevada.com;mbarnes@klnevada.com;blarsen@ecf.inforupt
5 cy.com

6 BART K. LARSEN on behalf of Interested Party Randolph L. HOWARD
7 blarsen@klnevada.com,
7 jierien@klnevada.com;bankruptcy@klnevada.com;mbarnes@klnevada.com;blarsen@ecf.inforupt
8 cy.com

9 BART K. LARSEN on behalf of Plaintiff ASSET RESOLUTION LLC
10 blarsen@klnevada.com,
10 jierien@klnevada.com;bankruptcy@klnevada.com;mbarnes@klnevada.com;blarsen@ecf.inforupt
11 cy.com

12 BART K. LARSEN on behalf of Plaintiff SILAR ADVISORS, LP
13 blarsen@klnevada.com,
13 jierien@klnevada.com;bankruptcy@klnevada.com;mbarnes@klnevada.com;blarsen@ecf.inforupt
14 cy.com

15 BART K. LARSEN on behalf of Plaintiff SILAR SPECIAL OPPORTUNITIES FUND, LP
16 blarsen@klnevada.com,
16 jierien@klnevada.com;bankruptcy@klnevada.com;mbarnes@klnevada.com;blarsen@ecf.inforupt
17 cy.com

18 KENT F. LARSEN on behalf of Creditor WELLS FARGO BANK OF NEVADA AND WELLS
19 FARGO BANK
19 kfl@slwlaw.com, cjm@slwlaw.com

20 KENT F. LARSEN on behalf of Defendant WELLS FARGO BANK, N.A.
21 kfl@slwlaw.com, cjm@slwlaw.com

22 ZACHARIAH LARSON on behalf of Attorney ZACHARIAH LARSON
22 carey@lzlawnv.com, mzirzow@lzlawnv.com;mary@lzlawnv.com;trish@lzlawnv.com

23 SANDRA W. LAVIGNA on behalf of Creditor UNITED STATES SECURITIES AND
24 EXCHANGE COMMISSION
24 lavignas@sec.gov

25 SANDRA W. LAVIGNA on behalf of Interested Party U. S. Securities and Exchange
26 Commission
26 lavignas@sec.gov

28 JOHN J. LAXAGUE on behalf of Defendant JOHN ROBERT MALLIN & MARIE THERESA
MALLIN

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 jlaxague@caneclark.com, adgsecretary@caneclark.com
2 JOHN J. LAXAGUE on behalf of Defendant DANIEL DRUBIN
3 jlaxague@caneclark.com, adgsecretary@caneclark.com
4 JOHN J. LAXAGUE on behalf of Defendant George J. Motto
5 jlaxague@caneclark.com, adgsecretary@caneclark.com
6 JOHN J. LAXAGUE on behalf of Defendant LAURA DRUBIN
7 jlaxague@caneclark.com, adgsecretary@caneclark.com
8 JOHN J. LAXAGUE on behalf of Interested Party BEVERLY J. STILES TRUST
9 jlaxague@caneclark.com, adgsecretary@caneclark.com
10 JOHN J. LAXAGUE on behalf of Interested Party DANIEL DRUBIN
11 jlaxague@caneclark.com, adgsecretary@caneclark.com
12 JOHN J. LAXAGUE on behalf of Interested Party GEORGE J. MOTTO
13 jlaxague@caneclark.com, adgsecretary@caneclark.com
14 JOHN J. LAXAGUE on behalf of Interested Party JOHN ROBERT MALLIN
15 jlaxague@caneclark.com, adgsecretary@caneclark.com
16 JOHN J. LAXAGUE on behalf of Interested Party LAURA DRUBIN
17 jlaxague@caneclark.com, adgsecretary@caneclark.com
18 JOHN J. LAXAGUE on behalf of Interested Party MARIE THERESA MALLIN
19 jlaxague@caneclark.com, adgsecretary@caneclark.com
20 GEORGE C LAZAR on behalf of Cross-Claimant DONALD S. TOMLIN AND DOROTHY R.
21 TOMLIN
22 glazar@foxjohns.com, gclazar@sbcglobal.net
23 GEORGE C LAZAR on behalf of Cross-Claimant TOMLIN TRUST
24 glazar@foxjohns.com, gclazar@sbcglobal.net
25 GEORGE C LAZAR on behalf of Defendant DONALD S. TOMLIN AND DOROTHY R.
26 TOMLIN
27 glazar@foxjohns.com, gclazar@sbcglobal.net
28 GEORGE C LAZAR on behalf of Defendant J.M.K. INVESTMENTS, LTD.
glazar@foxjohns.com, gclazar@sbcglobal.net
GEORGE C LAZAR on behalf of Defendant JOHN M KEILLY
glazar@foxjohns.com, gclazar@sbcglobal.net
NILE LEATHAM on behalf of Creditor JEFFREY L. EDWARDS
nleatham@klnevada.com,
ckishi@klnevada.com;bankruptcy@klnevada.com;nleatham@ecf.inforuptcy.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 NILE LEATHAM on behalf of Creditor KATHLEEN M. EDWARDS
2 nleatham@klnevada.com,
3 ckishi@klnevada.com;bankruptcy@klnevada.com;nleatham@ecf.inforuptcy.com

4 NILE LEATHAM on behalf of Interested Party CROSS DEVELOPMENT/MONTGOMERY, LP
5 nleatham@klnevada.com,
6 ckishi@klnevada.com;bankruptcy@klnevada.com;nleatham@ecf.inforuptcy.com

7 NILE LEATHAM on behalf of Interested Party DAYCO FUNDING CORPORATION
8 nleatham@klnevada.com,
9 ckishi@klnevada.com;bankruptcy@klnevada.com;nleatham@ecf.inforuptcy.com

10 NILE LEATHAM on behalf of Interested Party WESTERN UNITED LIFE ASSURANCE CO
11 nleatham@klnevada.com,
12 ckishi@klnevada.com;bankruptcy@klnevada.com;nleatham@ecf.inforuptcy.com

13 NILE LEATHAM on behalf of Interested Party MIKLOS STEUER
14 nleatham@klnevada.com,
15 ckishi@klnevada.com;bankruptcy@klnevada.com;nleatham@ecf.inforuptcy.com

16 ROBERT C. LEPOME on behalf of Creditor JAYEM FAMILY LIMITED PARTNERSHIP
17 smstanton@cox.net

18 ROBERT C. LEPOME on behalf of Creditor HOWARD CONNELL
19 smstanton@cox.net

20 ROBERT C. LEPOME on behalf of Creditor LORENE CONNELL
21 smstanton@cox.net

22 ROBERT C. LEPOME on behalf of Creditor MICHAEL W. GORTZ
23 smstanton@cox.net

24 ROBERT C. LEPOME on behalf of Cross-Claimant MW GORTS & COMPANY
smstanton@cox.net

25 ROBERT C. LEPOME on behalf of Cross-Claimant THE WILD WATER LP
26 smstanton@cox.net

27 ROBERT C. LEPOME on behalf of Cross-Claimant CROSBIE B. RONNING
smstanton@cox.net

28 ROBERT C. LEPOME on behalf of Cross-Claimant EDWIN ARNOLD
smstanton@cox.net

29 ROBERT C. LEPOME on behalf of Defendant BETTY KOLSTRUP
smstanton@cox.net

30 ROBERT C. LEPOME on behalf of Defendant CAROL N. HUBBARD
smstanton@cox.net

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 smstanton@cox.net
2 ROBERT C. LEPOME on behalf of Defendant CRAIG MEDOFF
smstanton@cox.net
3
4 ROBERT C. LEPOME on behalf of Defendant CROSBIE RONNING
smstanton@cox.net
5
6 ROBERT C. LEPOME on behalf of Defendant GARETH A.R. CRANER
smstanton@cox.net
7
8 ROBERT C. LEPOME on behalf of Defendant GEORGE HUBBARD
smstanton@cox.net
9
10 ROBERT C. LEPOME on behalf of Defendant GRABLE B. RONNING
smstanton@cox.net
11
12 ROBERT C. LEPOME on behalf of Defendant M.W. GORTS AND COMPANY
smstanton@cox.net
13
14 ROBERT C. LEPOME on behalf of Defendant MARGARET A. GRAF
smstanton@cox.net
15
16 ROBERT C. LEPOME on behalf of Defendant MW GORTS & COMPANY
smstanton@cox.net
17
18 ROBERT C. LEPOME on behalf of Defendant PAUL GRAF
smstanton@cox.net
19
20 ROBERT C. LEPOME on behalf of Defendant ROBERT L. OGREN
smstanton@cox.net
21
22 ROBERT C. LEPOME on behalf of Defendant RONALD G. GARDNER
smstanton@cox.net
23
24 ROBERT C. LEPOME on behalf of Defendant THE WILD WATER LP
smstanton@cox.net
25
26 ROBERT C. LEPOME on behalf of Defendant BETTY KOLSTRUP
smstanton@cox.net
27
28 ROBERT C. LEPOME on behalf of Defendant CAROL N. HUBBARD
smstanton@cox.net
ROBERT C. LEPOME on behalf of Defendant CROSBIE B. RONNING
smstanton@cox.net
ROBERT C. LEPOME on behalf of Defendant EDWIN ARNOLD
smstanton@cox.net

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 ROBERT C. LEPOME on behalf of Defendant FLORENCE ALEXANDER
2 smstanton@cox.net

3 ROBERT C. LEPOME on behalf of Defendant GARETH A.R. CRANER
4 smstanton@cox.net

5 ROBERT C. LEPOME on behalf of Defendant GEORGE W. HUBBARD
6 smstanton@cox.net

7 ROBERT C. LEPOME on behalf of Defendant GRABLE P. RONNING
smstanton@cox.net

8 ROBERT C. LEPOME on behalf of Defendant HOWARD CONNELL
smstanton@cox.net

9 ROBERT C. LEPOME on behalf of Defendant LORENE CONNELL
smstanton@cox.net

10 ROBERT C. LEPOME on behalf of Defendant M. CRAIG MEDOFF
smstanton@cox.net

11 ROBERT C. LEPOME on behalf of Defendant MARGARET A. GRAF
smstanton@cox.net

12 ROBERT C. LEPOME on behalf of Defendant PAUL D. GRAF
smstanton@cox.net

13 ROBERT C. LEPOME on behalf of Defendant ROBERT L. OGREN
smstanton@cox.net

14 ROBERT C. LEPOME on behalf of Defendant STANLEY ALEXANDER
smstanton@cox.net

15 ROBERT C. LEPOME on behalf of Interested Party FIRST SAVINGS BANK, CUSTODIAN
16 FOR PATRICK DAVIS IRA
smstanton@cox.net

17 ROBERT C. LEPOME on behalf of Interested Party GRAHAM FAMILY TRUST DATED
18 10/26/78
smstanton@cox.net

19 ROBERT C. LEPOME on behalf of Interested Party MOLITCH 97 TRUST
smstanton@cox.net

20 ROBERT C. LEPOME on behalf of Interested Party PHILLIPS FAMILY TRUST DATED
21 OCTOBER 24, 1989
smstanton@cox.net

1 ROBERT C. LEPOME on behalf of Interested Party PONTAK WONG REVOCABLE TRUST
2 DATED JAN. 19, 2004
3 smstanton@cox.net

4 ROBERT C. LEPOME on behalf of Interested Party SPECTRUM CAPITAL, LLC
smstanton@cox.net

5 ROBERT C. LEPOME on behalf of Interested Party STANLEY ALEXANDER TRUST
smstanton@cox.net

6 ROBERT C. LEPOME on behalf of Interested Party THE BOSWORTH 1988 FAMILY TRUST
smstanton@cox.net

7 ROBERT C. LEPOME on behalf of Interested Party THE WILD WATER LIMITED
PARTNERSHIP
smstanton@cox.net

8 ROBERT C. LEPOME on behalf of Interested Party VOSS FAMILY TRUST
smstanton@cox.net

9 ROBERT C. LEPOME on behalf of Interested Party CARMEL WINKLER
smstanton@cox.net

10 ROBERT C. LEPOME on behalf of Interested Party CELIA ALLEN GRAHAM
smstanton@cox.net

11 ROBERT C. LEPOME on behalf of Interested Party CLAUDIA VOSS
smstanton@cox.net

12 ROBERT C. LEPOME on behalf of Interested Party CROSBIE B. RONNING
smstanton@cox.net

13 ROBERT C. LEPOME on behalf of Interested Party DARRELL M. WONG
smstanton@cox.net

14 ROBERT C. LEPOME on behalf of Interested Party EDWIN ARNOLD
smstanton@cox.net

15 ROBERT C. LEPOME on behalf of Interested Party FLORENCE ALEXANDER
smstanton@cox.net

16 ROBERT C. LEPOME on behalf of Interested Party FRANCES PHILLIPS
smstanton@cox.net

17 ROBERT C. LEPOME on behalf of Interested Party GRABLE L RONNING
smstanton@cox.net

18 ROBERT C. LEPOME on behalf of Interested Party JAMES CIELEN
smstanton@cox.net

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 ROBERT C. LEPOME on behalf of Interested Party JAMES DICKINSON
2 smstanton@cox.net

3 ROBERT C. LEPOME on behalf of Interested Party JAMES R CIELEN IRA
4 smstanton@cox.net

5 ROBERT C. LEPOME on behalf of Interested Party MARGARET GRAF
6 smstanton@cox.net

7 ROBERT C. LEPOME on behalf of Interested Party MARK R CAMPBELL
smstanton@cox.net

8 ROBERT C. LEPOME on behalf of Interested Party PATRICIA PONTAK
9 smstanton@cox.net

10 ROBERT C. LEPOME on behalf of Interested Party PAUL GRAF
11 smstanton@cox.net

12 ROBERT C. LEPOME on behalf of Interested Party RICHARD WILLIAMS
smstanton@cox.net

13 ROBERT C. LEPOME on behalf of Interested Party ROBERT G TEETER
14 smstanton@cox.net

15 ROBERT C. LEPOME on behalf of Interested Party ROBERT L. OGREN
16 smstanton@cox.net

17 ROBERT C. LEPOME on behalf of Interested Party RUDOLF WINKLER
18 smstanton@cox.net

19 ROBERT C. LEPOME on behalf of Interested Party STANLEY ALEXANDER
smstanton@cox.net

20 ROBERT C. LEPOME on behalf of Interested Party STEPHEN PHILLIPS
21 smstanton@cox.net

22 STEPHEN T LODEN on behalf of Attorney DIAMOND MCCARTHY LLP
23 sloden@diamondmccarthy.com,
24 cburrow@diamondmccarthy.com;bgarry@diamondmccarthy.com

25 STEPHEN T LODEN on behalf of Defendant J.M.K. INVESTMENTS, LTD.
26 sloden@diamondmccarthy.com,
27 cburrow@diamondmccarthy.com;bgarry@diamondmccarthy.com

28 STEPHEN T LODEN on behalf of Interested Party USACM LIQUIDATING TRUST
29 sloden@diamondmccarthy.com,
30 cburrow@diamondmccarthy.com;bgarry@diamondmccarthy.com

1 STEPHEN T LODEN on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED
2 FUND LLC

2 sloden@diamondmccarthy.com,
3 cburrow@diamondmccarthy.com;bgarry@diamondmccarthy.com

4 STEPHEN T LODEN on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED
5 FUND, LLC

5 sloden@diamondmccarthy.com,
6 cburrow@diamondmccarthy.com;bgarry@diamondmccarthy.com

7 STEPHEN T LODEN on behalf of Plaintiff USACM LIQUIDATING TRUST

7 sloden@diamondmccarthy.com,
8 cburrow@diamondmccarthy.com;bgarry@diamondmccarthy.com

9 TYSON M. LOMAZOW on behalf of Interested Party COMPASS PARTNERS LLC

10 tlomazow@milbank.com

11 ANNE M. LORADITCH on behalf of Counter-Defendant USA CAPITAL DIVERSIFIED
12 TRUST DEED FUND, LLC

12 aloraditch@bachlawfirm.com, sandra.herbstreit@bachlawfirm.com;awatkins@bachlawfirm.com

13 ANNE M. LORADITCH on behalf of Interested Party OFFICIAL COMMITTEE OF EQUITY
14 SECURITY HOLDERS OF USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC

14 aloraditch@bachlawfirm.com, sandra.herbstreit@bachlawfirm.com;awatkins@bachlawfirm.com

15 ANNE M. LORADITCH on behalf of Interested Party OFFICIAL COMMITTEE OF
16 UNSECURED CREDITORS FOR USA COMMERCIAL MORTGAGE COMPANY

16 aloraditch@bachlawfirm.com, sandra.herbstreit@bachlawfirm.com;awatkins@bachlawfirm.com

17 ANNE M. LORADITCH on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED
18 FUND, LLC

18 aloraditch@bachlawfirm.com, sandra.herbstreit@bachlawfirm.com;awatkins@bachlawfirm.com

20 TIMOTHY A LUKAS on behalf of Counter-Claimant LOS VALLES LAND & GOLF, LLC

20 ecflukast@hollandhart.com

22 TIMOTHY A LUKAS on behalf of Defendant LOS VALLES LAND & GOLF, LLC

22 ecflukast@hollandhart.com

23 TIMOTHY A LUKAS on behalf of Defendant DAN S. PALMER, Jr.

23 ecflukast@hollandhart.com

25 ERIC D. MADDEN on behalf of Creditor Committee OFFICIAL COMMITTEE OF
26 UNSECURED CREDITORS FOR USA COMMERCIAL MORTGAGE COMPANY

26 emadden@diamondmccarthy.com, cburrow@diamondmccarthy.com

27 ERIC D. MADDEN on behalf of Interested Party USACM LIQUIDATING TRUST

28 emadden@diamondmccarthy.com, cburrow@diamondmccarthy.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

1 ERIC D. MADDEN on behalf of Jnt Admin Debtor USA CAPITAL DIVERSIFIED TRUST
2 DEED FUND, LLC
2 emadden@diamondmccarthy.com, cburrow@diamondmccarthy.com

3 ERIC D. MADDEN on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED FUND
4 LLC
4 emadden@diamondmccarthy.com, cburrow@diamondmccarthy.com

5 ERIC D. MADDEN on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED FUND,
6 LLC
6 emadden@diamondmccarthy.com, cburrow@diamondmccarthy.com

7 ERIC D. MADDEN on behalf of Plaintiff USA CAPITAL FIRST TRUST DEED FUND, LLC
8 emadden@diamondmccarthy.com, cburrow@diamondmccarthy.com

9 ERIC D. MADDEN on behalf of Plaintiff USACM LIQUIDATING TRUST
10 emadden@diamondmccarthy.com, cburrow@diamondmccarthy.com

11 PATRICIA A. MARR on behalf of Creditor LAW OFFICES OF JAMES J. LEE
12 lvlaw03@yahoo.com

13 JAMES C. MCCARROLL on behalf of Interested Party SPCP GROUP, LLC
14 jmccarroll@reedsmith.com

15 DANIEL J MCCARTHY on behalf of Creditor Royal Landholdings, LLC
dmccarthy@hillfarrer.com

16 REGINA M. MCCONNELL on behalf of Creditor 401(K) PROFIT SHARING PLAN, LYNN
17 KANTOR
18 regina@familylawcenters.com

19 REGINA M. MCCONNELL on behalf of Creditor GARY L. KANTON, M.D., TRUSTEE
20 KANTOR NEPHROLOGY CONSULTANTS, LTD.
21 regina@familylawcenters.com

22 REGINA M. MCCONNELL on behalf of Creditor CARMINE VENTO
23 regina@familylawcenters.com

24 REGINA M. MCCONNELL on behalf of Creditor G KANTOR
25 regina@familylawcenters.com

26 REGINA M. MCCONNELL on behalf of Creditor GARY KANTON
27 regina@familylawcenters.com

28 REGINA M. MCCONNELL on behalf of Creditor LYNN KANTOR, IRA
regina@familylawcenters.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 REGINA M. MCCONNELL on behalf of Interested Party DESERT CAPITAL REIT, INC.
2 regina@familylawcenters.com

3 WILLIAM L. MCGIMSEY on behalf of Defendant MARGARET B. MCGIMSEY TRUST
4 lawoffices601@lvcoxmail.com

5 WILLIAM L. MCGIMSEY on behalf of Defendant BRUCE MCGIMSEY
6 lawoffices601@lvcoxmail.com

7 WILLIAM L. MCGIMSEY on behalf of Defendant JERRY MCGIMSEY
8 lawoffices601@lvcoxmail.com

9 WILLIAM L. MCGIMSEY on behalf of Defendant JOHNNY CLARK
10 lawoffices601@lvcoxmail.com

11 WILLIAM L. MCGIMSEY on behalf of Defendant SHARON MCGIMSEY
12 lawoffices601@lvcoxmail.com

13 WILLIAM L. MCGIMSEY on behalf of Interested Party MARGARET B. MCGIMSEY TRUST
14 lawoffices601@lvcoxmail.com

15 WILLIAM L. MCGIMSEY on behalf of Interested Party BRUCE MCGIMSEY
16 lawoffices601@lvcoxmail.com

17 WILLIAM L. MCGIMSEY on behalf of Interested Party JERRY MCGIMSEY
18 lawoffices601@lvcoxmail.com

19 WILLIAM L. MCGIMSEY on behalf of Interested Party JOHNNY CLARK
20 lawoffices601@lvcoxmail.com

21 WILLIAM L. MCGIMSEY on behalf of Interested Party SHARON MCGIMSEY
22 lawoffices601@lvcoxmail.com

23 RICHARD MCKNIGHT on behalf of Creditor RICHARD MCKNIGHT
24 rmcknight@lawlasvegas.com, gkopang@lawlasvegas.com;cburke@lawlasvegas.com

25 RICHARD MCKNIGHT on behalf of Defendant BOB STUPAK
26 rmcknight@lawlasvegas.com, gkopang@lawlasvegas.com;cburke@lawlasvegas.com

27 JEANETTE E. MCPHERSON on behalf of Attorney RAY, QUINNEY & NEBEKER P.C.
28 bkfilings@s-mlaw.com

29 JEANETTE E. MCPHERSON on behalf of Attorney SCHWARTZER & MCPHERSON LAW
30 FIRM
31 bkfilings@s-mlaw.com

32 JEANETTE E. MCPHERSON on behalf of Debtor USA CAPITAL DIVERSIFIED TRUST
33 DEED FUND, LLC

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 bkfilings@s-mlaw.com
2 JEANETTE E. MCPHERSON on behalf of Debtor USA CAPITAL FIRST TRUST DEED
3 FUND, LLC
4 bkfilings@s-mlaw.com
5 JEANETTE E. MCPHERSON on behalf of Debtor USA CAPITAL REALTY ADVISORS, LLC
6 bkfilings@s-mlaw.com
7 JEANETTE E. MCPHERSON on behalf of Debtor USA COMMERCIAL MORTGAGE
8 COMPANY
9 bkfilings@s-mlaw.com
10 JEANETTE E. MCPHERSON on behalf of Debtor USA SECURITIES, LLC
11 bkfilings@s-mlaw.com
12 JEANETTE E. MCPHERSON on behalf of Defendant USA CAPITAL FIRST TRUST DEED
13 FUND, LLC
14 bkfilings@s-mlaw.com
15 JEANETTE E. MCPHERSON on behalf of Defendant USA COMMERCIAL MORTGAGE
16 COMPANY
17 bkfilings@s-mlaw.com
18 JEANETTE E. MCPHERSON on behalf of Jnt Admin Debtor USA CAPITAL DIVERSIFIED
19 TRUST DEED FUND, LLC
20 bkfilings@s-mlaw.com
21 JEANETTE E. MCPHERSON on behalf of Jnt Admin Debtor USA CAPITAL FIRST TRUST
22 DEED FUND, LLC
23 bkfilings@s-mlaw.com
24 JEANETTE E. MCPHERSON on behalf of Jnt Admin Debtor USA CAPITAL REALTY
25 ADVISORS, LLC
26 bkfilings@s-mlaw.com
27 JEANETTE E. MCPHERSON on behalf of Jnt Admin Debtor USA SECURITIES, LLC
28 bkfilings@s-mlaw.com
29 JEANETTE E. MCPHERSON on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST
30 DEED FUND, LLC
31 bkfilings@s-mlaw.com
32 JEANETTE E. MCPHERSON on behalf of Plaintiff USA COMMERCIAL MORTGAGE
33 COMPANY
34 bkfilings@s-mlaw.com
35 BRECK E. MILDE on behalf of Creditor ALBERT LEE
36 bmilde@terra-law.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 SHAWN W MILLER on behalf of Interested Party ESTATE OF DONALD E. GOODSELL
2 smiller@millerlawgroupnv.com,
3 randerson@millerlawgroupnv.com;mletourneau@millerlawgroupnv.com;efile@millerlawgroupnv
4 .com
5 DAVID MINCIN on behalf of Creditor RICHARD MCKNIGHT
6 dmincin@lawlasvegas.com, cburke@lawlasvegas.com;gkopang@lawlasvegas.com
7 ROYI MOAS on behalf of Debtor PLATINUM FINANCIAL TRUST, LLC
8 rmoas@wrslawyers.com, mhannon@wrslawyers.com
9 JOHN F MURTHA on behalf of Creditor GARY MICHELSEN
10 jmurtha@woodburnandwedge.com, dlercari@woodburnandwedge.com
11 JOHN F MURTHA on behalf of Creditor JOHN MICHELSEN
12 jmurtha@woodburnandwedge.com, dlercari@woodburnandwedge.com
13 JOHN F MURTHA on behalf of Stockholder JOHN E. MICHELSEN FAMILY TRUST DTD.
14 11/75
15 jmurtha@woodburnandwedge.com, dlercari@woodburnandwedge.com
16 JOHN F MURTHA on behalf of Stockholder GARY MICHELSEN
17 jmurtha@woodburnandwedge.com, dlercari@woodburnandwedge.com
18 PETER D. NAVARRO on behalf of Interested Party KOLESAR & LEATHAM, CHTD.
19 peter.navarro@jacksonlewis.com
20 PETER D. NAVARRO on behalf of Interested Party Randolph L. HOWARD
21 peter.navarro@jacksonlewis.com
22 PETER D. NAVARRO on behalf of Plaintiff ASSET RESOLUTION LLC
23 peter.navarro@jacksonlewis.com
24 PETER D. NAVARRO on behalf of Plaintiff SILAR ADVISORS, LP
25 peter.navarro@jacksonlewis.com
26 PETER D. NAVARRO on behalf of Plaintiff SILAR SPECIAL OPPORTUNITIES FUND, LP
27 peter.navarro@jacksonlewis.com
28 ERVEN T. NELSON on behalf of Attorney BOLICK & BOYER
enelson@djplaw.com, glacascia@djplaw.com
ERVEN T. NELSON on behalf of Creditor ERVEN J NELSON AND FRANKIE J NELSON
TRUST
enelson@djplaw.com, glacascia@djplaw.com
ERVEN T. NELSON on behalf of Creditor ERVEN J NELSON LTD PROFIT SHARING PLAN
enelson@djplaw.com, glacascia@djplaw.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 ERVEN T. NELSON on behalf of Creditor WORLD LINKS GROUP LLC
2 enelson@djplaw.com, glacascia@djplaw.com

3 ERVEN T. NELSON on behalf of Creditor ZAWACKI LLC (COLLECTIVELY "MANTAS
4 GROUP")
5 enelson@djplaw.com, glacascia@djplaw.com

6 ERVEN T. NELSON on behalf of Creditor ELLYSON GALLOWAY
7 enelson@djplaw.com, glacascia@djplaw.com

8 ERVEN T. NELSON on behalf of Creditor LEO G MANTAS
9 enelson@djplaw.com, glacascia@djplaw.com

10 VICTORIA L NELSON on behalf of Creditor HOMES FOR AMERICA HOLDINGS, INC.
11 vnelson@nelsonhoumand.com,
12 jhoumand@nelsonhoumand.com;cjorvig@nelsonhoumand.com;nalcantara@nelsonhoumand.com

13 VICTORIA L NELSON on behalf of Defendant HFAH CLEAR LAKE, LLC
14 vnelson@nelsonhoumand.com,
15 jhoumand@nelsonhoumand.com;cjorvig@nelsonhoumand.com;nalcantara@nelsonhoumand.com

16 VICTORIA L NELSON on behalf of Defendant HOMES FOR AMERICA HOLDINGS, INC.
17 vnelson@nelsonhoumand.com,
18 jhoumand@nelsonhoumand.com;cjorvig@nelsonhoumand.com;nalcantara@nelsonhoumand.com

19 VICTORIA L NELSON on behalf of Defendant MEDITERRANEE-HFAH, LLC
20 vnelson@nelsonhoumand.com,
21 jhoumand@nelsonhoumand.com;cjorvig@nelsonhoumand.com;nalcantara@nelsonhoumand.com

22 VICTORIA L NELSON on behalf of Defendant ONE POINT STREET, INC.
23 vnelson@nelsonhoumand.com,
24 jhoumand@nelsonhoumand.com;cjorvig@nelsonhoumand.com;nalcantara@nelsonhoumand.com

25 CRAIG S. NEWMAN on behalf of Defendant AURORA INVESTMENTS LP
26 cnewman@djplaw.com, dmaul@djplaw.com

27 JOHN F. O'REILLY on behalf of Creditor MICHAEL PETERSEN
28 ,
29 efile@oreillylawgroup.com;tor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
30 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
31 illylawgroup.com

32 JOHN F. O'REILLY on behalf of Defendant STANLEY E FULTON
33 jor@oreillylawgroup.com,
34 efile@oreillylawgroup.com;tor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
35 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
36 illylawgroup.com

1 TIMOTHY R. O'REILLY on behalf of Creditor MICHAEL PETERSEN
2 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
3 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

4 TIMOTHY R. O'REILLY on behalf of Defendant KATHRYN L. PETERSEN LIVING TRUST
5 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
6 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

7 TIMOTHY R. O'REILLY on behalf of Defendant KLP TRUST DTD 7/15/99
8 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
9 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

10 TIMOTHY R. O'REILLY on behalf of Defendant MARY PETERSEN FAMILY TRUST DTD
11 8/12/98
12 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

13 TIMOTHY R. O'REILLY on behalf of Defendant MICHAEL D PETERSEN FAMILY TRUST
14 DTD 8/12/98
15 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
16 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

17 TIMOTHY R. O'REILLY on behalf of Defendant SPECIALIZED DEVELOPMENT TAHOE,
18 LLC
19 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

20 TIMOTHY R. O'REILLY on behalf of Defendant KATHRYN L PETERSEN
21 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
22 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

23 TIMOTHY R. O'REILLY on behalf of Defendant MARY PETERSEN
24 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
25 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

26 TIMOTHY R. O'REILLY on behalf of Defendant MICHAEL D PETERSEN
27 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
28 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
illylawgroup.com

TIMOTHY R. O'REILLY on behalf of Defendant STANLEY E FULTON

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

1 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
2 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
3 illylawgroup.com

4 TIMOTHY R. O'REILLY on behalf of Interested Party STANLEY E FULTON
5 efile@oreillylawgroup.com;jor@oreillylawgroup.com;mkn@oreillylawgroup.com;jcg@oreillylaw
6 group.com;lc@oreillylawgroup.com;fr@oreillylawgroup.com;mg@oreillylawgroup.com;dm@ore
7 illylawgroup.com

8 DONNA M. OSBORN on behalf of Creditor HARVEY FAMILY TRUST DATE APRIL 13,
9 1987
10 donnamosborn@live.com

11 ANDREW M. PARLEN on behalf of Attorney STUTMAN, TREISTER & GLATT
12 PROFESSIONAL CORPORATION
13 aparlen@omm.com

14 ANDREW M. PARLEN on behalf of Creditor Committee OFFICIAL COMMITTEE OF
15 EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC
16 aparlen@omm.com

17 ANDREW M. PARLEN on behalf of Defendant USA CAPITAL FIRST TRUST DEED
18 aparlen@omm.com

19 DONALD T. POLEDNAK on behalf of Creditor COMMUNITY BANK OF NEVADA
20 don@sylvesterpolednak.com

21 DONALD T. POLEDNAK on behalf of Creditor PHILP BENJAMIN RBR PARTNERSHIP
22 don@sylvesterpolednak.com

23 LISA A. RASMUSSEN on behalf of Creditor CAROL MORTENSEN
24 lisa@lrasmussenlaw.com,
25 secretary@lrasmussenlaw.com;tami@lrasmussenlaw.com;jen@lrasmussenlaw.com

26 LISA A. RASMUSSEN on behalf of Respondent MARGARITA ANNEX SPE, LLC
27 lisa@lrasmussenlaw.com,
secretary@lrasmussenlaw.com;tami@lrasmussenlaw.com;jen@lrasmussenlaw.com

28 PAUL C RAY on behalf of Interested Party JOHN PETER LEE, LTD.
PaulCRayLaw@gmail.com, PaulCRayLaw@aol.com

PAUL C RAY on behalf of Interested Party JAMIE WISE
PaulCRayLaw@gmail.com, PaulCRayLaw@aol.com

THOMAS RICE on behalf of Interested Party FORD ELSAESER
aseifert@coxsmith.com

GORDON C. RICHARDS on behalf of Creditor CHRISTINE L. SPINDEL
GCR@ClarkandRichards.com, ALM@ClarkandRichards.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 GORDON C. RICHARDS on behalf of Creditor MANFRED S. SPINDEL
2 GCR@ClarkandRichards.com, ALM@ClarkandRichards.com

3 CHRISTINE A ROBERTS on behalf of Creditor HIGHLAND CRUSADER FUND, LTD.
4 Croberts@furnierlaw.com,
5 bkstaff@sullivanhill.com;kdecuypere@furnierlaw.com;secretary3311@gmail.com

6 CHRISTINE A ROBERTS on behalf of Creditor PAM CAPITAL FUNDING, L.P.
7 Croberts@furnierlaw.com,
8 bkstaff@sullivanhill.com;kdecuypere@furnierlaw.com;secretary3311@gmail.com

9 CHRISTINE A ROBERTS on behalf of Creditor PAMCO CAYMAN, LTD.
10 Croberts@furnierlaw.com,
11 bkstaff@sullivanhill.com;kdecuypere@furnierlaw.com;secretary3311@gmail.com

12 CHRISTINE A ROBERTS on behalf of Creditor PCMG TRADING PARTNERS XXII, L.P.
13 Croberts@furnierlaw.com,
14 bkstaff@sullivanhill.com;kdecuypere@furnierlaw.com;secretary3311@gmail.com

15 CHRISTINE A ROBERTS on behalf of Interested Party INVESTORS COMMERCIAL
16 CAPITAL, LLC
17 Croberts@furnierlaw.com,
18 bkstaff@sullivanhill.com;kdecuypere@furnierlaw.com;secretary3311@gmail.com

19 CHRISTINE A ROBERTS on behalf of Trustee WILLIAM A LEONARD
20 Croberts@furnierlaw.com,
21 bkstaff@sullivanhill.com;kdecuypere@furnierlaw.com;secretary3311@gmail.com

22 JACOB J ROBERTS on behalf of Plaintiff USACM LIQUIDATING TRUST
23 jroberts@diamondmccarthy.com, cburrow@diamondmccarthy.com

24 STACY M. ROCHELEAU on behalf of Defendant NATIONAL REAL ESTATE HOLDINGS,
25 INC.
26 stacy@rocheleaulaw.com, karen@rightlawyers.com

27 STACY M. ROCHELEAU on behalf of Interested Party NATIONAL REAL ESTATE
28 HOLDINGS, INC.
29 stacy@rocheleaulaw.com, karen@rightlawyers.com

30 MARVIN C. RUTH on behalf of Interested Party USACM LIQUIDATING TRUST
31 MRuth@LRLaw.com, dgarrett@LRLaw.com

32 MARVIN C. RUTH on behalf of Plaintiff USACM LIQUIDATING TRUST
33 MRuth@LRLaw.com, dgarrett@LRLaw.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 GREGORY M SALVATO on behalf of Attorney GREGORY M. SALVATO
2 Calendar@Salvatolawoffices.com, gsalvato@salvatolawoffices.com
3 GREGORY M SALVATO on behalf of Defendant FERTITTA ENTERPRISES, INC.
4 Calendar@Salvatolawoffices.com, gsalvato@salvatolawoffices.com
5 LENARD E. SCHWARTZER on behalf of Attorney SCHWARTZER & MCPHERSON LAW
6 FIRM
6 bkfilings@s-mlaw.com
7 LENARD E. SCHWARTZER on behalf of Attorney STEVEN T. WATERMAN
8 bkfilings@s-mlaw.com
9 LENARD E. SCHWARTZER on behalf of Counter-Claimant USA COMMERCIAL
10 MORTGAGE COMPANY
10 bkfilings@s-mlaw.com
11 LENARD E. SCHWARTZER on behalf of Debtor USA CAPITAL DIVERSIFIED TRUST
12 DEED FUND, LLC
12 bkfilings@s-mlaw.com
13 LENARD E. SCHWARTZER on behalf of Debtor USA CAPITAL FIRST TRUST DEED FUND,
14 LLC
14 bkfilings@s-mlaw.com
16 LENARD E. SCHWARTZER on behalf of Debtor USA CAPITAL REALTY ADVISORS, LLC
17 bkfilings@s-mlaw.com
18 LENARD E. SCHWARTZER on behalf of Debtor USA COMMERCIAL MORTGAGE
19 COMPANY
19 bkfilings@s-mlaw.com
20 LENARD E. SCHWARTZER on behalf of Debtor USA SECURITIES, LLC
21 bkfilings@s-mlaw.com
22 LENARD E. SCHWARTZER on behalf of Defendant STANDARD PROPERTY
23 DEVELOPMENT, LLC
23 bkfilings@s-mlaw.com
24 LENARD E. SCHWARTZER on behalf of Defendant USA CAPITAL FIRST TRUST DEED
25 bkfilings@s-mlaw.com
26 LENARD E. SCHWARTZER on behalf of Defendant USA CAPITAL FIRST TRUST DEED
27 FUND, LLC
27 bkfilings@s-mlaw.com
28 LENARD E. SCHWARTZER on behalf of Defendant USA COMMERCIAL MORTGAGE
COMPANY

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 bkfilings@s-mlaw.com
2 LENARD E. SCHWARTZER on behalf of Jnt Admin Debtor USA CAPITAL DIVERSIFIED
3 TRUST DEED FUND, LLC
4 bkfilings@s-mlaw.com
5 LENARD E. SCHWARTZER on behalf of Jnt Admin Debtor USA CAPITAL FIRST TRUST
6 DEED FUND, LLC
7 bkfilings@s-mlaw.com
8 LENARD E. SCHWARTZER on behalf of Jnt Admin Debtor USA CAPITAL REALTY
9 ADVISORS, LLC
10 bkfilings@s-mlaw.com
11 LENARD E. SCHWARTZER on behalf of Plaintiff USA COMMERCIAL MORTGAGE
12 COMPANY
13 bkfilings@s-mlaw.com
14 MICHAEL J. SCHWARTZER on behalf of Creditor KUMMER KAEMPFER BONNER
15 RENSHAW & FERRARIO
16 jsmyth@kcnvlaw.com, jsmyth@kcnvlaw.com
17 BRIAN D. SHAPIRO on behalf of Interested Party MICHAEL W. CARMEL
18 brian@brianshapirolaw.com,
19 connie@brianshapirolaw.com;ecf@brianshapirolaw.com;ana@brianshapirolaw.com
20 JAMES PATRICK SHEA on behalf of Creditor Committee OFFICIAL COMMITTEE OF
21 EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC
22 jshea@armstrongteasdale.com,
23 bjohansson@armstrongteasdale.com;rfortin@armstrongteasdale.com
24 SHLOMO S. SHERMAN on behalf of Creditor Committee OFFICIAL COMMITTEE OF
25 EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC
26 ssherman@klnevada.com,
27 bankruptcy@klnevada.com;mbarnes@klnevada.com;ssherman@ecf.inforuptcy.com;ssherman@e
cf.inforuptcy.com
28 SHLOMO S. SHERMAN on behalf of Creditor Committee OFFICIAL COMMITTEE OF
EXECUTORY CONTRACT HOLDERS OF USA COMMERCIAL MORTGAGE COMPANY

1 ssherman@klnevada.com,
2 bankruptcy@klnevada.com;mbarnes@klnevada.com;ssherman@ecf.inforuptcy.com;ssherman@e
cf.inforuptcy.com

3 SHLOMO S. SHERMAN on behalf of Cross-Claimant WELLS FARGO BANK, N.A.
4 ssherman@klnevada.com,
5 bankruptcy@klnevada.com;mbarnes@klnevada.com;ssherman@ecf.inforuptcy.com;ssherman@e
cf.inforuptcy.com

6 SHLOMO S. SHERMAN on behalf of Defendant OFFICIAL COMMITTEE OF EQUITY
7 SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC, the Authorized
8 Representative of USA CAPITAL FIRST TRUST DEED FUND, LLC in Adversary Proceeding
9 No. 07-01150

10 ssherman@klnevada.com,
11 bankruptcy@klnevada.com;mbarnes@klnevada.com;ssherman@ecf.inforuptcy.com;ssherman@e
cf.inforuptcy.com

12 SHLOMO S. SHERMAN on behalf of Defendant USA CAPITAL FIRST TRUST DEED FUND,
13 LLC

14 ssherman@klnevada.com,
15 bankruptcy@klnevada.com;mbarnes@klnevada.com;ssherman@ecf.inforuptcy.com;ssherman@e
cf.inforuptcy.com

16 SHLOMO S. SHERMAN on behalf of Defendant WELLS FARGO BANK, N.A.
17 ssherman@klnevada.com,
18 bankruptcy@klnevada.com;mbarnes@klnevada.com;ssherman@ecf.inforuptcy.com;ssherman@e
cf.inforuptcy.com

19 SHLOMO S. SHERMAN on behalf of Jnt Admin Debtor USA CAPITAL FIRST TRUST DEED
20 FUND, LLC

21 ssherman@klnevada.com,
22 bankruptcy@klnevada.com;mbarnes@klnevada.com;ssherman@ecf.inforuptcy.com;ssherman@e
cf.inforuptcy.com

23 AMBRISH S. SIDHU on behalf of Creditor AMTRUST BANK
ecfnotices@sidhulawfirm.com

24 AMBRISH S. SIDHU on behalf of Creditor TEMECULA PUBLIC FINANCE AUTHORITY
ecfnotices@sidhulawfirm.com

25 AMBRISH S. SIDHU on behalf of Cross Defendant JAMES FEENEY
ecfnotices@sidhulawfirm.com

26 AMBRISH S. SIDHU on behalf of Defendant FERTITTA ENTERPRISES, INC.
ecfnotices@sidhulawfirm.com

27 AMBRISH S. SIDHU on behalf of Defendant JAMES FEENEY
ecfnotices@sidhulawfirm.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 MICHAEL H. SINGER on behalf of Defendant FIRST SAVINGS BANK FBO VALLIERA
2 MCGUIRE
2 dhutchings@mhsingerlaw.com
3 JEFFREY SLOANE on behalf of Creditor 401(K) PROFIT SHARING PLAN, LYNN KANTOR
4 barbara@jsloanelaw.com
5 JEFFREY SLOANE on behalf of Creditor CITICORP VENDER FINANCE, INC. fka EAB
6 LEASING CORP.
6 barbara@jsloanelaw.com
7 JEFFREY SLOANE on behalf of Creditor GARY L. KANTON, M.D., TRUSTEE KANTOR
8 NEPHROLOGY CONSULTANTS, LTD.
8 barbara@jsloanelaw.com
9 JEFFREY SLOANE on behalf of Creditor LYNN KANTOR, IRA
10 barbara@jsloanelaw.com
11 JEFFREY SLOANE on behalf of Creditor TRUSTEE OF KANTOR NEPHROLOGY
12 CONSULTANTS, LTD
12 barbara@jsloanelaw.com
13 JEFFREY SLOANE on behalf of Creditor G KANTOR
14 barbara@jsloanelaw.com
15 JEFFREY SLOANE on behalf of Creditor GARY KANTON
16 barbara@jsloanelaw.com
17 JEFFREY SLOANE on behalf of Creditor GARY L. KANTOR
18 barbara@jsloanelaw.com
19 JEFFREY SLOANE on behalf of Creditor LYNN KANTOR, IRA
20 barbara@jsloanelaw.com
21 ALAN R SMITH on behalf of Creditor LENDERS PROTECTION GROUP
22 mail@asmithlaw.com
23 ALAN R SMITH on behalf of Creditor DONNA CANGELOSI
23 mail@asmithlaw.com
24 ALAN R SMITH on behalf of Interested Party EVELYN ASHER SHEERIN, TRUSTEE FOR
25 THE BENEFIT OF THE CHRIS H. SHEERIN (DECEASED) AND EVELYN ASHER
25 SHEERIN 1984 TRUST DATED 5/31/84
26 mail@asmithlaw.com
27 ALAN R SMITH on behalf of Interested Party EVELYN ASHER SHERRIN, TRUSTEE OF
28 THE CHRIS AND EVELYN SHERRIN 1990 TRUST, AND SHERRINS INC.
28 mail@asmithlaw.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 ALAN R SMITH on behalf of Plaintiff 3685 SAN FERNANDO LENDERS, LLC
mail@asmithlaw.com
2
3 ALAN R SMITH on behalf of Plaintiff 5055 COLLWOOD LENDERS, LLC
mail@asmithlaw.com
4
5 ALAN R SMITH on behalf of Plaintiff 60TH STREET VENTURES LENDERS, LLC
mail@asmithlaw.com
6
7 ALAN R SMITH on behalf of Plaintiff 6425 GESS LENDERS, LLC
mail@asmithlaw.com
8
9 ALAN R SMITH on behalf of Plaintiff AMESBURY HATTERS PT LENDERS, LLC
mail@asmithlaw.com
10
11 ALAN R SMITH on behalf of Plaintiff ANCHOR B LENDERS, LLC
mail@asmithlaw.com
12
13 ALAN R SMITH on behalf of Plaintiff BAR-USA LENDERS, LLC
mail@asmithlaw.com
14
15 ALAN R SMITH on behalf of Plaintiff BAY POMPANO LENDERS, LLC
mail@asmithlaw.com
16
17 ALAN R SMITH on behalf of Plaintiff BINFORD LENDERS, LLC
mail@asmithlaw.com
18
19 ALAN R SMITH on behalf of Plaintiff BROOKMERE LENDERS, LLC
mail@asmithlaw.com
20
21 ALAN R SMITH on behalf of Plaintiff BUNDY CANYON 2.5 LENDERS, LLC
mail@asmithlaw.com
22
23 ALAN R SMITH on behalf of Plaintiff BUNDY CANYON 5.0 LENDERS, LLC
mail@asmithlaw.com
24
25 ALAN R SMITH on behalf of Plaintiff BUNDY CANYON 5.725 LENDERS, LLC
mail@asmithlaw.com
26
27 ALAN R SMITH on behalf of Plaintiff CABERNET LENDERS, LLC
mail@asmithlaw.com
28
29 ALAN R SMITH on behalf of Plaintiff CASTAIC II LENDERS, LLC
mail@asmithlaw.com
30
31 ALAN R SMITH on behalf of Plaintiff CASTAIC III LENDERS, LLC

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 mail@asmithlaw.com
2 ALAN R SMITH on behalf of Plaintiff CHARLEVOIX LENDERS, LLC
3 mail@asmithlaw.com
4 ALAN R SMITH on behalf of Plaintiff CLEAR CREEK PLANTATION LENDERS, LLC
5 mail@asmithlaw.com
6 ALAN R SMITH on behalf of Plaintiff COM VEST LENDERS, LLC
7 mail@asmithlaw.com
8 ALAN R SMITH on behalf of Plaintiff COPPER SAGE II LENDERS, LLC
9 mail@asmithlaw.com
10 ALAN R SMITH on behalf of Plaintiff CORNMAN TOLTEC LENDERS, LLC
11 mail@asmithlaw.com
12 ALAN R SMITH on behalf of Plaintiff DEVALLE LIVINGSTON LENDERS, LLC
13 mail@asmithlaw.com
14 ALAN R SMITH on behalf of Plaintiff EAGLE MEADOWS LENDERS, LLC
15 mail@asmithlaw.com
16 ALAN R SMITH on behalf of Plaintiff FIESTA MURIETTA LENDERS, LLC
17 mail@asmithlaw.com
18 ALAN R SMITH on behalf of Plaintiff FIESTA USA STONERIDGE LENDERS, LLC
19 mail@asmithlaw.com
20 ALAN R SMITH on behalf of Plaintiff FOXHILLS 216 LENDERS, LLC
21 mail@asmithlaw.com
22 ALAN R SMITH on behalf of Plaintiff GRAMERCY COURT LENDERS, LLC
23 mail@asmithlaw.com
24 ALAN R SMITH on behalf of Plaintiff HABOR GEORGETOWN LENDERS, LLC
25 mail@asmithlaw.com
26 ALAN R SMITH on behalf of Plaintiff HESPERIA LENDERS, LLC
27 mail@asmithlaw.com
28 ALAN R SMITH on behalf of Plaintiff HFA CLEARLAKE I LENDERS, LLC
mail@asmithlaw.com
ALAN R SMITH on behalf of Plaintiff HFA CLEARLAKE II LENDERS, LLC
mail@asmithlaw.com
ALAN R SMITH on behalf of Plaintiff HUNTSVILLE LENDERS, LLC
mail@asmithlaw.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 ALAN R SMITH on behalf of Plaintiff LA HACIDENDA LENDERS, LLC
2 mail@asmithlaw.com
3 ALAN R SMITH on behalf of Plaintiff LAKE HELEN PARTNERS LENDERS, LLC
4 mail@asmithlaw.com
5 ALAN R SMITH on behalf of Plaintiff LERIN HILLS LENDERS, LLC
6 mail@asmithlaw.com
7 ALAN R SMITH on behalf of Plaintiff MARGARITA ANNEX LENDERS, LLC
8 mail@asmithlaw.com
9 ALAN R SMITH on behalf of Plaintiff MARLTON SQUARE I LENDERS, LLC
10 mail@asmithlaw.com
11 ALAN R SMITH on behalf of Plaintiff MARLTON SQUARE II LENDERS, LLC
12 mail@asmithlaw.com
13 ALAN R SMITH on behalf of Plaintiff MOUNTAIN HOUSE-PEGS LENDERS, LLC
14 mail@asmithlaw.com
15 ALAN R SMITH on behalf of Plaintiff OAK SHORES II, LENDERS, LLC
16 mail@asmithlaw.com
17 ALAN R SMITH on behalf of Plaintiff OCEAN ATLANTIC 2.75 LENDERS, LLC
18 mail@asmithlaw.com
19 ALAN R SMITH on behalf of Plaintiff OCEAN ATLANTIC 9.425 LENDERS, LLC
20 mail@asmithlaw.com
21 ALAN R SMITH on behalf of Plaintiff PALM HARBOR I LENDERS, LLC
22 mail@asmithlaw.com
23 ALAN R SMITH on behalf of Plaintiff SHAMROCK TOWER LENDERS, LLC
24 mail@asmithlaw.com
25 ALAN R SMITH on behalf of Plaintiff SO CAL LAND LENDERS, LLC
26 mail@asmithlaw.com
27 ALAN R SMITH on behalf of Plaintiff SVRB 2.325 LENDERS, LLC
28 mail@asmithlaw.com
28 ALAN R SMITH on behalf of Plaintiff SVRB 4.5 LENDERS, LLC
28 mail@asmithlaw.com
28 ALAN R SMITH on behalf of Plaintiff TAPIA RANCH LENDERS, LLC
28 mail@asmithlaw.com

1 ALAN R SMITH on behalf of Plaintiff TEN-NINETY 4.15 LENDERS, LLC
2 mail@asmithlaw.com

3 ALAN R SMITH on behalf of Plaintiff THE GARDENS 2.425 LENDERS, LLC
4 mail@asmithlaw.com

5 ALAN R SMITH on behalf of Plaintiff THE GARDENS LLC TSHR LENDERS, LLC
6 mail@asmithlaw.com

7 EDGAR C. SMITH on behalf of Creditor 3800 PRINCE STREET, LLC
8 ed.smith@buckleymadole.com,
candice.watkins@buckleymadole.com;Susana.Hernandez@BuckleyMadole.com;Lindsey.morales
@buckleymadole.com

9 ADAM M. STARR on behalf of Creditor MESIROW FINANCIAL INTERIM MANAGEMENT,
10 LLC
11 adam@geniusotc.com

12 JEFFREY J STEFFEN on behalf of Defendant AURORA INVESTMENTS LP
13 jsteffen@lrlaw.com

14 DAVID A. STEPHENS on behalf of Creditor GATEWAY STONE ASSOCIATES, LLC
15 dstephens@sgblawfirm.com

16 DAVID A. STEPHENS on behalf of Creditor STANDARD PROPERTY DEVELOPMENT, LLC
17 dstephens@sgblawfirm.com

18 ELIZABETH E. STEPHENS on behalf of Interested Party WILLIAM A LEONARD, JR.
19 stephens@shlaw.com,
hill@sullivanhill.com;millerick@sullivanhill.com;dabbieri@sullivanhill.com;bkstaff@sullivanhill
.com

20 ARIEL E. STERN on behalf of Interested Party BINFORD LENDERS, LLC
21 ariel.stern@akerman.com,
christine.parvan@akerman.com;steven.shevorski@akerman.com;allison.schmidt@akerman.com;ebbie.julien@akerman.com;lucille.chiusano@akerman.com

22 PETER SUSI on behalf of Creditor BERNARD SANDLER
23 PSusi@hbsb.com

24 PETER SUSI on behalf of Creditor BERNIE SANDLER
25 PSusi@hbsb.com

26 PETER SUSI on behalf of Creditor CONNIE COBB
27 PSusi@hbsb.com

28 PETER SUSI on behalf of Creditor DAVID E. GACKENBACH
PSusi@hbsb.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

LEWIS ROCA
ROTHGERBER

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 PETER SUSI on behalf of Creditor JAY S STEIN
2 PSusi@hbsb.com
3 PETER SUSI on behalf of Creditor ROBERT ROWLEY
4 PSusi@hbsb.com
5 PETER SUSI on behalf of Creditor ROBERT J. ROWLEY
6 PSusi@hbsb.com
7 PETER SUSI on behalf of Creditor SUSAN GACKENBACH
8 PSusi@hbsb.com
9 PETER SUSI on behalf of Interested Party MICHAELSON, SUSI & MICHAELSON
10 PSusi@hbsb.com
11 EDWARD PATRICK SWAN, JR on behalf of Defendant DAVID A FOGG
12 pswan@jonesday.com
13 ERIC W. SWANIS on behalf of Creditor MESIROW FINANCIAL INTERIM MANAGEMENT,
14 LLC
15 swanise@gtlaw.com, lvlitdock@gtlaw.com;bonnerc@gtlaw.com
16 JEFFREY R. SYLVESTER on behalf of Counter-Claimant USA COMMERCIAL REAL
17 ESTATE GROUP
18 jeff@sylvesterpolednak.com, tina@sylvesterpolednak.com;bridget@sylvesterpolednak.com
19 JEFFREY R. SYLVESTER on behalf of Creditor HASPINOV, LLC
20 jeff@sylvesterpolednak.com, tina@sylvesterpolednak.com;bridget@sylvesterpolednak.com
21 JEFFREY R. SYLVESTER on behalf of Creditor JOSEPH D. MILANOWSKI 1998 TRUST
22 jeff@sylvesterpolednak.com, tina@sylvesterpolednak.com;bridget@sylvesterpolednak.com
23 JEFFREY R. SYLVESTER on behalf of Creditor PECOS PROFESSIONAL PARK, LLC
24 jeff@sylvesterpolednak.com, tina@sylvesterpolednak.com;bridget@sylvesterpolednak.com
25 JEFFREY R. SYLVESTER on behalf of Creditor USA COMMERCIAL REAL ESTATE
26 GROUP
27 jeff@sylvesterpolednak.com, tina@sylvesterpolednak.com;bridget@sylvesterpolednak.com
28 JEFFREY R. SYLVESTER on behalf of Creditor JOSEPH D. MILANOWSKI
Milanowski 1998 Trust
jeff@sylvesterpolednak.com, tina@sylvesterpolednak.com;bridget@sylvesterpolednak.com
JEFFREY R. SYLVESTER on behalf of Defendant USA COMMERCIAL REAL ESTATE
GROUP
jeff@sylvesterpolednak.com, tina@sylvesterpolednak.com;bridget@sylvesterpolednak.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 KAARAN E. THOMAS on behalf of Defendant BINGHAM MCCUTCHEN, LLP
2 kthomas@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
3 KAARAN E. THOMAS on behalf of Defendant TANAMERA RESORT PARTNERS, LLC
4 kthomas@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
5 KAARAN E. THOMAS on behalf of Interested Party KREG ROWE
6 kthomas@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
7 KAARAN E THOMAS (lv) on behalf of Interested Party B & L INVESTMENTS, INC.
8 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
9 KAARAN E THOMAS (lv) on behalf of Interested Party CABERNET HIGHLANDS, LLC
10 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
11 KAARAN E THOMAS (lv) on behalf of Interested Party CAUGHLIN CLUB MANAGEMENT
12 PARTNERS, LLC
13 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
14 KAARAN E THOMAS (lv) on behalf of Interested Party CAUGHLIN CLUB REAL PROPERTY
15 INVESTORS, LLC
16 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
17 KAARAN E THOMAS (lv) on behalf of Interested Party CHARDONNAY VILLAGE
18 INVESTORS, LLC
19 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
20 KAARAN E THOMAS (lv) on behalf of Interested Party CLASSIC RESIDENCES, LLC
21 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
22 KAARAN E THOMAS (lv) on behalf of Interested Party COMSTOCK VILLAGE INVESTORS,
23 LLC
24 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
25 KAARAN E THOMAS (lv) on behalf of Interested Party DDH FINANCIAL CORP.
26 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
27 KAARAN E THOMAS (lv) on behalf of Interested Party DIAMOND VILLAGE INVESTORS 1
28 & 12, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
KAARAN E THOMAS (lv) on behalf of Interested Party DIAMOND VILLAGE INVESTORS
11, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 KAARAN E THOMAS (lv) on behalf of Interested Party DOUBLE DIAMOND HOMES, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

2 KAARAN E THOMAS (lv) on behalf of Interested Party DOUBLE DIAMOND
3 MANAGEMENT COMPANY, LLC
4 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

5 KAARAN E THOMAS (lv) on behalf of Interested Party EMIGH INVESTMENTS, LLC
6 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

7 KAARAN E THOMAS (lv) on behalf of Interested Party EQUUS MANAGEMENT GROUP,
8 INC.
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

9 KAARAN E THOMAS (lv) on behalf of Interested Party FOOTHILL COMMERCE CENTER,
10 LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

11 KAARAN E THOMAS (lv) on behalf of Interested Party HOMEWOOD VILLAGE INVESTORS
12 I, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

13 KAARAN E THOMAS (lv) on behalf of Interested Party LA HACIENDA LAND INVESTORS,
14 INC.
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

15 KAARAN E THOMAS (lv) on behalf of Interested Party LONGLEY PROFESSIONAL
16 CAMPUS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

17 KAARAN E THOMAS (lv) on behalf of Interested Party LONGLEY TOWN CENTRE, LLC
18 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

19 KAARAN E THOMAS (lv) on behalf of Interested Party MINERS VILLAGE INVESTORS,
20 LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

21 KAARAN E THOMAS (lv) on behalf of Interested Party MONTICELLO INVESTORS, LLC
22 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

23 KAARAN E THOMAS (lv) on behalf of Interested Party MOUNTAINVIEW CAMPUS
24 INVESTORS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

25 KAARAN E THOMAS (lv) on behalf of Interested Party MP TANAMERA, LLC
26 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

27 KAARAN E THOMAS (lv) on behalf of Interested Party PIONEER VILLAGE INVESTORS,
28 LLC

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
2 KAARAN E THOMAS (lv) on behalf of Interested Party PRESERVE AT GALLERIA, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
3
4 KAARAN E THOMAS (lv) on behalf of Interested Party RENO CORPORATE CENTER, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
5
6 KAARAN E THOMAS (lv) on behalf of Interested Party RENO DESIGN CENTER, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
7
8 KAARAN E THOMAS (lv) on behalf of Interested Party ROWE FAMILY TRUST
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
9
10 KAARAN E THOMAS (lv) on behalf of Interested Party RTTC COMMUNICATIONS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
11
12 KAARAN E THOMAS (lv) on behalf of Interested Party SANDHILL BUSINESS CAMPUS,
LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
13
14 KAARAN E THOMAS (lv) on behalf of Interested Party SIERRA VISTA INVESTORS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
15
16 KAARAN E THOMAS (lv) on behalf of Interested Party SOUTH MEADOWS COMMERCIAL
PROPERTY, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
17
18 KAARAN E THOMAS (lv) on behalf of Interested Party SOUTH MEADOWS OFFICE
INVESTORS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
19
20 KAARAN E THOMAS (lv) on behalf of Interested Party SPARKS GALLERIA INVESTORS II,
LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
21
22 KAARAN E THOMAS (lv) on behalf of Interested Party SPARKS GALLERIA INVESTORS,
LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
23
24 KAARAN E THOMAS (lv) on behalf of Interested Party TANAMERA COMMERCIAL
DEVELOPMENT, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
25
26 KAARAN E THOMAS (lv) on behalf of Interested Party TANAMERA CORPORATE CENTER,
LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
27
28 KAARAN E THOMAS (lv) on behalf of Interested Party TANAMERA DEVELOPMENT LLC

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
2 KAARAN E THOMAS (lv) on behalf of Interested Party TANAMERA HOMES, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
3
4 KAARAN E THOMAS (lv) on behalf of Interested Party TANAMERA RESORT PARTNERS,
LLC
5 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
6 KAARAN E THOMAS (lv) on behalf of Interested Party TCD FINANCIAL CORP.
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
7
8 KAARAN E THOMAS (lv) on behalf of Interested Party TCD LAND INVESTMENTS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
9
10 KAARAN E THOMAS (lv) on behalf of Interested Party THE MEADOWS INVESTORS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
11 KAARAN E THOMAS (lv) on behalf of Interested Party THE VINEYARD INVESTORS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
12
13 KAARAN E THOMAS (lv) on behalf of Interested Party VINEYARD HIGHLANDS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
14
15 KAARAN E THOMAS (lv) on behalf of Interested Party VINEYARD PROFESSIONAL
CAMPUS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
16
17 KAARAN E THOMAS (lv) on behalf of Interested Party WATERFORD PARTNERS, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
18
19 KAARAN E THOMAS (lv) on behalf of Interested Party WYNDGATE PARTNERS II, LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
20
21 KAARAN E THOMAS (lv) on behalf of Interested Party WYNDGATE VILLAGE INVESTORS,
LLC
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
22
23 KAARAN E THOMAS (lv) on behalf of Interested Party BRETT SEABERT
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
24
25 KAARAN E THOMAS (lv) on behalf of Interested Party JOE LOPEZ
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
26
27 KAARAN E THOMAS (lv) on behalf of Interested Party KRAIG KNUDSEN
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
28 KAARAN E THOMAS (lv) on behalf of Interested Party KREG ROWE
mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 KAARAN E THOMAS (lv) on behalf of Interested Party MICHAEL EFSTRATIS
2 mmorton@mcdonaldcarano.com, mmorton@mcdonaldcarano.com
3 ROLLIN G. THORLEY on behalf of Creditor IRS
4 rollin.g.thorley@irs counsel.treas.gov
5 LISA SHEAUFENG TSAI on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED
6 FUND, LLC
7 ltsai@rctlegal.com,
tstone@rctlegal.com;jbruckerhoff@rctlegal.com;mmyers@rctlegal.com;kvomacka@rctlegal.com
8 LISA SHEAUFENG TSAI on behalf of Plaintiff USA CAPITAL FIRST TRUST DEED FUND,
9 LLC
10 ltsai@rctlegal.com,
tstone@rctlegal.com;jbruckerhoff@rctlegal.com;mmyers@rctlegal.com;kvomacka@rctlegal.com
11 LISA SHEAUFENG TSAI on behalf of Plaintiff USACM LIQUIDATING TRUST
12 ltsai@rctlegal.com,
tstone@rctlegal.com;jbruckerhoff@rctlegal.com;mmyers@rctlegal.com;kvomacka@rctlegal.com
13 U.S. TRUSTEE - LV - 11, 11
14 USTPRegion17.lv.ecf@usdoj.gov
15 ERIC VAN on behalf of Defendant HMA SALES LLC
16 bankruptcynotices@gordonsilver.com
17 MICHAEL C. VAN on behalf of Creditor DEAN SHACKLEY
18 michael@shumwayvan.com,
sandy@shumwayvan.com;rob@shumwayvan.com;NVfileclerk@shumwayvan.com;leah@shumw
ayvan.com
19 GREGORY J. WALCH on behalf of Creditor GREGORY J. WALCH
20 GWalch@Nevadafirm.com
21 GREGORY J. WALCH on behalf of Creditor SHAUNA M. WALCH
22 GWalch@Nevadafirm.com
23 GREGORY J. WALCH on behalf of Plaintiff GREGORY J WALCH
24 GWalch@Nevadafirm.com
25 GREGORY J. WALCH on behalf of Plaintiff SHAUNA M. WALCH
26 GWalch@Nevadafirm.com
27 RUSSELL S. WALKER on behalf of Creditor USA INVESTMENT PARTNERS, LLC
rwalker@wklawpc.com, eloveridge@wklawpc.com;ckirk@wklawpc.com;tgrover@wklawpc.com
28 RUSSELL S. WALKER on behalf of Creditor JOSEPH D. MILANOWSKI
rwalker@wklawpc.com, eloveridge@wklawpc.com;ckirk@wklawpc.com;tgrover@wklawpc.com

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**

1 RUSSELL S. WALKER on behalf of Creditor THOMAS HANTGES
2 rwalker@wklawpc.com, eloveridge@wklawpc.com;ckirk@wklawpc.com;tgrover@wklawpc.com
3 RUSSELL S. WALKER on behalf of Defendant HMA SALES LLC
4 rwalker@wklawpc.com, eloveridge@wklawpc.com;ckirk@wklawpc.com;tgrover@wklawpc.com
5 WHITNEY B. WARNICK on behalf of Creditor MICHAEL and CAROL HEDLUND
6 wbw@albrightstoddard.com, cgrey@albrightstoddard.com
7 WHITNEY B. WARNICK on behalf of Interested Party ALBRIGHT, STODDARD, WARNICK
8 & PALMER
9 wbw@albrightstoddard.com, cgrey@albrightstoddard.com
10 KIRBY R WELLS on behalf of Defendant JAMES FEENEY
11 SMartinez@wellsrawlings.com
12 GREGORY L. WILDE on behalf of Creditor SIERRA LIQUIDITY FUND, LLC
13 nvbk@tblaw.com,
14 jrgiordano@tblaw.com;mlbenson@tblaw.com;jlreedy@tblaw.com;grgarrett@tblaw.com;maerwin
15 @tblaw.com
16 GREGORY L. WILDE on behalf of Interested Party SIERRA LIQUIDITY FUND, LLC.
17 nvbk@tblaw.com,
18 jrgiordano@tblaw.com;mlbenson@tblaw.com;jlreedy@tblaw.com;grgarrett@tblaw.com;maerwin
19 @tblaw.com
20 KATHERINE M. WINDLER on behalf of Plaintiff ASSET RESOLUTION LLC
21 kwindler@verizon.net
22 KATHERINE M. WINDLER on behalf of Plaintiff SILAR ADVISORS, LP
23 kwindler@verizon.net
24 KATHERINE M. WINDLER on behalf of Plaintiff SILAR SPECIAL OPPORTUNITIES FUND,
25 LP
26 kwindler@verizon.net
27 KATHERINE M. WINDLER on behalf of Respondent ASSET RESOLUTION LLC
28 kwindler@verizon.net
29 KATHERINE M. WINDLER on behalf of Respondent SILAR ADVISORS, LP
30 kwindler@verizon.net
31 KATHERINE M. WINDLER on behalf of Respondent SILAR SPECIAL OPPORTUNITIES
32 FUND, LP
33 kwindler@verizon.net
34 BRENOCH R WIRTHLIN on behalf of Defendant AURORA INVESTMENTS LP
35 bwirthli@fclaw.com, aharris@fclaw.com

3993 Howard Hughes Parkway
 Suite 600
 Las Vegas, NV 89169-5996

**LEWIS ROCA
 ROTHGERBER**

1 RYAN J. WORKS on behalf of Defendant BINGHAM MCCUTCHEN, LLP
 2 rworks@mcdonaldcarano.com, kbarrett@mcdonaldcarano.com;bgrubb@mcdonaldcarano.com
 3 RYAN J. WORKS on behalf of Defendant DAVID A FOGG
 4 rworks@mcdonaldcarano.com, kbarrett@mcdonaldcarano.com;bgrubb@mcdonaldcarano.com
 5 RYAN J. WORKS on behalf of Other Prof. Eugene Buckley
 6 rworks@mcdonaldcarano.com, kbarrett@mcdonaldcarano.com;bgrubb@mcdonaldcarano.com
 7 MICHAEL YODER on behalf of Creditor Committee OFFICIAL COMMITTEE OF
 8 UNSECURED CREDITORS FOR USA COMMERCIAL MORTGAGE COMPANY
 myoder@diamondmccarthy.com, cburrow@diamondmccarthy.com
 9 MICHAEL YODER on behalf of Debtor USA COMMERCIAL MORTGAGE COMPANY
 10 myoder@diamondmccarthy.com, cburrow@diamondmccarthy.com
 11 MICHAEL YODER on behalf of Defendant USA COMMERCIAL MORTGAGE COMPANY
 myoder@diamondmccarthy.com, cburrow@diamondmccarthy.com
 12 MICHAEL YODER on behalf of Interested Party USACM LIQUIDATING TRUST
 13 myoder@diamondmccarthy.com, cburrow@diamondmccarthy.com
 14 MICHAEL YODER on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED FUND
 15 LLC
 16 myoder@diamondmccarthy.com, cburrow@diamondmccarthy.com
 17 MICHAEL YODER on behalf of Plaintiff USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 18 LLC
 myoder@diamondmccarthy.com, cburrow@diamondmccarthy.com
 19 MICHAEL YODER on behalf of Plaintiff USACM LIQUIDATING TRUST
 20 myoder@diamondmccarthy.com, cburrow@diamondmccarthy.com
 21 MATTHEW C. ZIRZOW on behalf of Creditor BUCKALEW TRUST
 mzirzow@lzlawnv.com, carey@lzlawnv.com;mary@lzlawnv.com;trish@lzlawnv.com
 22 MATTHEW C. ZIRZOW on behalf of Creditor KEVIN J. HIGGINS & ANA MARIE HIGGINS
 23 FAMILY TRUST
 mzirzow@lzlawnv.com, carey@lzlawnv.com;mary@lzlawnv.com;trish@lzlawnv.com
 24 MATTHEW C. ZIRZOW on behalf of Creditor Committee OFFICIAL COMMITTEE OF
 25 EXECUTORY CONTRACT HOLDERS OF USA COMMERCIAL MORTGAGE COMPANY
 mzirzow@lzlawnv.com, carey@lzlawnv.com;mary@lzlawnv.com;trish@lzlawnv.com
 26 MATTHEW C. ZIRZOW on behalf of Creditor Committee OFFICIAL COMMITTEE OF
 27 HOLDERS EXECUTORY CONTRACT RIGHTS THRU USA COMMERCIAL MTG CO
 28 mzirzow@lzlawnv.com, carey@lzlawnv.com;mary@lzlawnv.com;trish@lzlawnv.com

1 MATTHEW C. ZIRZOW on behalf of Defendant FERTITTA ENTERPRISES, INC.
2 mzirzow@lzlawnv.com, carey@lzlawnv.com;mary@lzlawnv.com;trish@lzlawnv.com
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

3993 Howard Hughes Parkway
Suite 600
Las Vegas, NV 89169-5996

**LEWIS ROCA
ROTHGERBER**